

PRELIMINARY OFFICIAL STATEMENT DATED SEPTEMBER __, 2019

NEW ISSUE - FULL BOOK ENTRY

See "**RATINGS**" herein

In the opinion of Greenberg Traurig, P.A., Bond Counsel, assuming continuing compliance with certain tax covenants, under existing statutes, regulations, rulings and court decisions, interest on the Bonds (as hereinafter defined) is excludable from gross income for federal income tax purposes. Further, interest on the Bonds will not be an item of tax preference for purposes of the alternative minimum tax imposed on individuals. See "TAX MATTERS" herein for a description of certain other federal tax consequences of ownership of the Bonds. Bond Counsel is further of the opinion that the Bonds and the income thereon are not subject to taxation under the laws of the State of Florida, except as to estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations as defined in said Chapter 220. See "TAX MATTERS" herein.

\$ _____ *

MANATEE COUNTY, FLORIDA

Revenue Improvement and Refunding Bonds, Series 2019

(Transportation Projects)

and

\$ _____ *

MANATEE COUNTY, FLORIDA

Revenue Refunding Bonds, Series 2019

(ESCO Project)

Dated: Date of Delivery

Due: October 1, as shown on the inside cover page

The Revenue Improvement and Refunding Bonds, Series 2019 (Transportation Projects) (the "Transportation Bonds") and Revenue Refunding Bonds, Series 2019 (ESCO Project) (the "ESCO Bonds" and, collectively, the "Bonds") of Manatee County, Florida (the "County"), are being issued as fully registered bonds and, when issued, will be registered in the name of Cede & Co. as nominee of The Depository Trust Company ("DTC"), New York, New York. Individual purchases of the Bonds will be made in book-entry only form through Direct Participants (as defined herein) and Indirect Participants (as defined herein), in principal denominations of \$5,000 or any integral multiple thereof. Purchasers of the Bonds will not receive physical delivery of bond certificates. Interest on the Bonds is payable on each October 1 and April 1, commencing April 1, 2020. Payments of principal and interest on the Bonds will be made to the purchasers through Direct Participants and Indirect Participants. Zions Bancorporation, National Association, Denver, Colorado, will serve as Paying Agent and Registrar for the Bonds. See "DESCRIPTION OF THE SERIES 2019 BONDS – Book-Entry Only System" herein.

The Bonds are subject to optional redemption prior to their stated maturities described herein. See "DESCRIPTION OF THE SERIES 2019 BONDS" herein.

The County adopted Resolution No. R-19-108 on September [10], 2019, as such Resolution may be amended and supplemented (the "Bond Resolution"), authorizing the issuance of the Bonds. The Transportation Bonds are being issued to (1) redeem the County's Revenue Improvement and Refunding Note, Series 2018 (the "2018 Note"), (2) finance transportation related capital improvements including, but not limited to, the 44th Avenue East - 45th Street - 44th Avenue Plaza East project as described in the plans and specifications on file with the County (the "2019 Project"), and (3) pay certain costs of issuance with respect to the Transportation Bonds. The ESCO Bonds are being issued to (1) redeem the County's outstanding Revenue Improvement Notes, Series 2013 (ESCO Project) (the "Prior 2013 ESCO Notes") and the County's Revenue Improvement Bonds, Series 2014 (ESCO Project) (the "Prior 2014 ESCO Bonds" and, together with the Prior 2013 ESCO Notes, the "Prior ESCO Debt"), and (2) pay certain costs of issuance with respect to the ESCO Bonds. See "PLAN OF REFUNDING," "THE 2019 PROJECT" and "ESTIMATED SOURCES AND USES OF FUNDS" herein. Capitalized terms used but not defined in this Official Statement shall have the meaning ascribed to them in the Bond Resolution, unless the context would clearly indicate otherwise. See EXHIBIT C - BOND RESOLUTION herein.

The principal of and interest on the Bonds will be payable from and secured by a pledge of and lien on the Pledged Revenues consisting of Non-Ad Valorem Revenues (as such terms are defined herein) budgeted and appropriated by the County on an annual basis and deposited into the Debt Service Fund established pursuant to the Bond Resolution, together with investment income received from the investment of moneys in the Debt Service Fund and the Debt Service Account established in the Bond Resolution, and any other moneys deposited in such Debt Service Fund or received by the Paying Agent. The pledge and lien granted pursuant to the Bond Resolution arises only upon deposit by the County of Non-Ad Valorem Revenues into the Debt Service Fund established pursuant to the Bond Resolution, which shall occur no later than the last business day prior to each Interest Payment Date. See "SECURITY FOR THE BONDS" herein.

THE BONDS ARE LIMITED AND SPECIAL OBLIGATIONS OF THE COUNTY, PAYABLE SOLELY FROM AND SECURED ONLY BY THE PLEDGED REVENUES AND BY THE COVENANT OF THE COUNTY TO APPROPRIATE IN ITS ANNUAL BUDGET FROM NON-AD VALOREM REVENUES AMOUNTS SUFFICIENT TO PAY THE PRINCIPAL OF AND INTEREST ON THE BONDS, ALL AS MORE SPECIFICALLY DESCRIBED HEREIN AND IN THE BOND RESOLUTION. THE BONDS SHALL NOT BE OR CONSTITUTE A GENERAL OBLIGATION OR INDEBTEDNESS OF THE COUNTY WITHIN THE MEANING OF ANY CONSTITUTIONAL, STATUTORY, OR OTHER LIMITATIONS OF INDEBTEDNESS. NO OWNER

OF THE BONDS SHALL EVER HAVE THE RIGHT TO COMPEL THE EXERCISE OF ANY AD VALOREM TAXING POWER OF THE COUNTY, THE STATE OF FLORIDA, OR ANY OTHER POLITICAL SUBDIVISION THEREOF TO PAY THE PRINCIPAL OF OR INTEREST ON THE BONDS FROM ANY MONEYS OF THE COUNTY, EXCEPT IN THE MANNER PROVIDED IN THE BOND RESOLUTION.

The principal amounts, maturities, interest rates, yields, and initial CUSIP numbers of the Bonds are provided on the inside cover page hereof.

This cover page contains certain information for quick reference only. It is not a summary of the debt issue. Investors must read this entire Official Statement to obtain information essential to the making of an informed investment decision.

The Bonds are offered when, as, and if issued and received by the Underwriters named below, subject to the approval as to legality by Greenberg Traurig, P.A., West Palm Beach, Florida, Bond Counsel to the County, and certain other conditions. Certain legal matters will be passed upon for the County by the Office of the County Attorney. Certain legal matters will be passed upon for the Underwriters by their counsel, Nabors, Giblin & Nickerson, P.A., Tampa, Florida. Public Resources Advisory Group, Inc., St. Petersburg, Florida, is acting as Financial Advisor to the County in connection with the issuance of the Bonds. It is expected that the Bonds in full book-entry form will be available through the facilities of DTC for delivery on or about October __, 2019.

Raymond James

BofA Merrill Lynch

FTN Financial Capital Markets

Dated: _____, 2019

*Preliminary, subject to change.

**PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES,
YIELDS, AND INITIAL CUSIP NUMBERS**

\$ _____ *

**MANATEE COUNTY, FLORIDA
Revenue Improvement and Refunding Bonds, Series 2019
(Transportation Projects)**

<u>Principal Amount</u>	<u>Maturity (October 1)</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>Initial CUSIP Number**</u>
\$		%	%	

\$ _____ *

**MANATEE COUNTY, FLORIDA
Revenue Refunding Bonds, Series 2019
(ESCO Project)**

<u>Principal Amount</u>	<u>Maturity (October 1)</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>Initial CUSIP Number**</u>
\$		%	%	

* Preliminary, subject to change.

** CUSIP numbers have been assigned by an independent company not affiliated with the County or the Underwriters and are included solely for the convenience of the holders of the Bonds. Neither the County nor the Underwriters are responsible for the selection or use of these CUSIP numbers, and no representation is made as to their correctness on the Bonds as indicated above.

MANATEE COUNTY, FLORIDA

BOARD OF COUNTY COMMISSIONERS

Stephen R. Jonsson, Chair
Betsy Benac, First Vice-Chair
Misty Servia, Second Vice-Chair
Carol Whitmore, Third Vice-Chair
Vanessa Baugh
Reggie Bellamy
Priscilla Trace

**CLERK OF THE CIRCUIT COURT OF MANATEE COUNTY
AND CLERK OF THE BOARD
OF COUNTY COMMISSIONERS**

Angelina "Angel" Coloneso

COUNTY ADMINISTRATOR

Cheri Coryea

COUNTY ATTORNEY

Mitchell "Mickey" Palmer

FINANCE DIRECTOR

Daniel R. Wolfson, CPA

INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Carr, Riggs & Ingram, LLC
Bradenton, Florida

FINANCIAL ADVISOR

Public Resources Advisory Group, Inc.

BOND COUNSEL

Greenberg Traurig, P.A.

No dealer, broker, salesman, or other person has been authorized by the County to give any information or to make any representations in connection with the Bonds other than as contained in this Official Statement, and, if given or made, such information or representations must not be relied upon as having been authorized by the County. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation, or sale.

Any statements in this Official Statement involving estimates, assumptions, and matters of opinion, whether or not expressly so stated, are intended as such and are not representations of fact, and the County expressly makes no representation that such estimates, assumptions, or opinions will be realized or fulfilled. The information and expressions of opinion stated herein are subject to change, and neither the delivery of this Official Statement nor any sale made hereunder shall create, under any circumstances, any implication that there has been no change in the matters described herein since the date hereof. The information set forth herein has been obtained from the County, DTC, and other sources which are believed to be reliable, but is not guaranteed as to accuracy or completeness, and is not to be construed as a representation by the County with respect to any information provided by others.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS AT LEVELS ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

All summaries herein of documents and agreements are qualified in their entirety by reference to such documents and agreements, and all summaries herein of the Bonds are qualified in their entirety by reference to the form thereof included in the aforesaid documents and agreements.

NO REGISTRATION STATEMENT RELATING TO THE BONDS HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION") OR WITH ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. IN MAKING ANY INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATIONS OF THE COUNTY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE COMMISSION OR ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. THE FOREGOING AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

TABLE OF CONTENTS

	<u>Page</u>
INTRODUCTION	1
The County	1
Authority for the Bonds	2
Purpose of the Bonds	2
Description of the Bonds	2
Security for the Bonds	3
Additional Debt	3
Amendment of Bond Resolution	3
Continuing Disclosure	3
Additional Information	3
PLAN OF REFUNDING.....	4
THE 2019 PROJECT.....	4
DESCRIPTION OF THE BONDS.....	4
General Description	4
Optional Redemption.....	5
Mandatory Redemption	5
Notice of Redemption.....	6
Book-Entry Only System.....	7
SECURITY FOR THE BONDS	9
Limited Obligations	9
The Pledged Revenues.....	10
Covenant to Budget and Appropriate Non-Ad Valorem Revenues	10
Additional Debt Payable From Non-Ad Valorem Revenues	25
Budget Process	26
ESTIMATED SOURCES AND USES OF FUNDS.....	28
DEBT SERVICE SCHEDULE	29
INVESTMENT POLICY	30
SELF INSURANCE.....	31
PENSION PLANS AND OTHER POST-EMPLOYMENT BENEFITS.....	31
Florida Retirement System	31
Other Post-Employment Benefits	34
LITIGATION	36
DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS.....	36
LEGAL MATTERS	37
TAX MATTERS	37
General.....	37
Original Issue Discount and Premium.....	39
Changes in Federal and State Tax Law	39
Information Reporting and Backup Withholding	40
ENFORCEABILITY OF REMEDIES	40
RATINGS	41

UNDERWRITING	41
CONTINGENT FEES	42
CONTINUING DISCLOSURE	42
FINANCIAL STATEMENTS.....	46
FINANCIAL ADVISOR.....	47
MISCELLANEOUS	47
AUTHORIZATION OF AND CERTIFICATION CONCERNING OFFICIAL STATEMENT	47

APPENDIX A AUDITED BASIC FINANCIAL STATEMENTS OF MANATEE
COUNTY, FLORIDA, FOR FISCAL YEAR ENDED
SEPTEMBER 30, 2018

APPENDIX B GENERAL INFORMATION CONCERNING MANATEE
COUNTY, FLORIDA

APPENDIX C BOND RESOLUTION

APPENDIX D PROPOSED FORM OF OPINION OF BOND COUNSEL

OFFICIAL STATEMENT

Relating To

\$ _____ *

MANATEE COUNTY, FLORIDA

Revenue Improvement and Refunding Bonds, Series 2019

(Transportation Projects)

and

\$ _____ *

MANATEE COUNTY, FLORIDA

Revenue Refunding Bonds, Series 2019

(ESCO Project)

INTRODUCTION

This introduction is subject in all respects to the more complete information and definitions contained or incorporated in this Official Statement and should not be considered to be a complete statement of the facts material to making an informed investment decision. The offering by Manatee County, Florida (the "County"), of its \$ _____ * Revenue Improvement and Refunding Bonds, Series 2019 (Transportation Projects) (the "Transportation Bonds") and \$ _____ * Revenue Refunding Bonds, Series 2019 (ESCO Project) (the "ESCO Bonds" and, collectively, the "Bonds"), to potential investors is made only by means of the entire Official Statement, including all appendices attached hereto.

All capitalized undefined terms used in this introduction shall have meanings ascribed to them in "APPENDIX C - BOND RESOLUTION" attached hereto. The descriptions of the Bonds, the documents authorizing and securing the same, and the information from various reports and statements contained herein are not comprehensive or definitive. All references herein to such documents, reports, and statements are qualified by the entire actual content of such documents, reports, and statements. Copies of such documents, reports, and statements referred to herein that are not included in their entirety in this Official Statement may be obtained as described under "MISCELLANEOUS" herein.

The County

The County, which had an estimated 2018 population of 377,826, covers an area of approximately 740 square miles on the west coast of the State of Florida (the "State"). It is bounded on the north by Tampa Bay and Hillsborough County, on the west by the Gulf of Mexico, on the south by Sarasota County, and on the east by DeSoto and Hardee Counties. The Bob Graham Sunshine Skyway Bridge (the Sunshine Skyway) provides a

*Preliminary, subject to change.

direct link between the County and the City of St. Petersburg. Interstate 75 is the primary north-south access road within the County. Interstate 275, State Road 64, and State Road 70 are the major east-west access roads within the County. The City of Bradenton (2018 estimated population of 56,157) is the County seat. Other incorporated municipalities within the County are: the cities of Palmetto, Bradenton Beach, Holmes Beach, Anna Maria Island, and the Town of Longboat Key. The economy of the County is based on a combination of services, retail, manufacturing, tourism and agricultural. For additional information regarding the County, see "APPENDIX B - GENERAL INFORMATION CONCERNING MANATEE COUNTY, FLORIDA" attached hereto.

Authority for the Bonds

The Bonds are being issued pursuant to the Constitution of the State of Florida, Chapter 125, Part I, Florida Statutes, and pursuant to Resolution No. R-19-108 adopted by the Board of County Commissioners of the County (the "Board") on September [10], 2019, as may be amended and supplemented (the "Bond Resolution"). The Bond Resolution authorizes the issuance of the Bonds for the purposes described below.

Purpose of the Bonds

The Transportation Bonds are being issued to (1) redeem the County's Revenue Improvement and Refunding Note, Series 2018 (the "2018 Note"), (2) finance transportation related capital improvements including, but not limited to, the 44th Avenue East - 45th Street - 44th Avenue Plaza East project as described in the plans and specifications on file with the County (the "2019 Project"), and (3) pay certain costs of issuance with respect to the Transportation Bonds. The ESCO Bonds are being issued to (1) redeem the County's outstanding Revenue Improvement Notes, Series 2013 (ESCO Project) (the "Prior 2013 ESCO Notes") and the County's Revenue Improvement Bonds, Series 2014 (ESCO Project) (the "Prior 2014 ESCO Bonds" and, together with the Prior 2013 ESCO Notes, the "Prior ESCO Debt"), and (2) pay certain costs of issuance with respect to the ESCO Bonds. See "PLAN OF REFUNDING," "THE 2019 PROJECT" and "ESTIMATED SOURCES AND USES OF FUNDS" herein.

Description of the Bonds

The Bonds are being issued as two (2) Series of Bonds with the same security for repayment. The Bonds shall be dated the date of initial delivery of the Bonds, with interest payable on each October 1 and April 1, commencing April 1, 2020, and will mature on October 1 in the years and in the amounts and bear interest at the rates shown on the inside cover page of this Official Statement. The Bonds are being issued in fully registered form in principal denominations of \$5,000 or integral multiples thereof, and, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). Payment of principal and interest on the Bonds will be made to purchasers by DTC through Direct Participants (as defined herein) and Indirect

Participants (as defined herein). Zions Bancorporation, National Association, Denver, Colorado, will serve as Paying Agent (the "Paying Agent") and Registrar (the "Registrar") for the Bonds. See "DESCRIPTION OF THE BONDS" herein.

Security for the Bonds

The Bonds are limited obligations of the County payable solely from and secured solely by the Pledged Revenues. All Bonds will be ratably secured by a lien on and a pledge of the Pledged Revenues. The Pledged Revenues consist of Non-Ad Valorem Revenues budgeted and appropriated by the County on an annual basis and deposited into the Debt Service Fund established under the Bond Resolution, together with certain investment income received from the investment of moneys in the Debt Service Fund and accounts established in the Bond Resolution, and any other moneys deposited in the Debt Service Fund or received by the Paying Agent. No Non-Ad Valorem Revenues will be subject to a lien for the benefit of Bondholders until they are deposited into the Debt Service Fund. The County is not required to deposit Non-Ad Valorem Revenues into the Debt Service Fund prior to the last Business Day next preceding an Interest Payment Date. See "SECURITY FOR THE BONDS" herein.

Additional Debt

In the future, the County may issue additional debt payable from the Non-Ad Valorem Revenues. Such additional debt may be issued only if the County first complies with certain conditions set forth in the Bond Resolution. See "SECURITY FOR THE BONDS – Additional Debt Payable from Non-Ad Valorem Revenues" herein and "APPENDIX C – BOND RESOLUTION" attached hereto.

Amendment of Bond Resolution

Pursuant to the Bond Resolution, the County is granted the right to make certain amendments to the Bond Resolution without the consent of the Bondholders. See "APPENDIX C – BOND RESOLUTION" attached hereto.

Continuing Disclosure

The County has covenanted for the benefit of the Bondholders to provide certain financial information and operating data relating to the County and the Bonds in each year the Bonds remain outstanding, and to provide notices of the occurrence of certain enumerated material events, in accordance with Rule 15c2-12 of the Securities and Exchange Commission. See "CONTINUING DISCLOSURE" herein.

Additional Information

This Official Statement speaks only as of its date, and the information contained herein is subject to change. This Official Statement contains certain information

concerning DTC and its book-entry system. Such information has not been provided by the County, and the County does not certify as to the accuracy or sufficiency of the disclosure practices or content of information provided by DTC and is not responsible for the information provided by DTC.

A copy of all documents of the County referred to herein may be obtained from Ms. Angelina "Angel" Colonnese, Clerk of the Circuit Court and Comptroller, Manatee County Courthouse, 1115 Manatee Avenue West, Bradenton, Florida 34205 or at angel.colonnese@manateeclerk.com, upon payment of the County's cost of reproduction and delivery, if any.

PLAN OF REFUNDING

The County has determined that it can achieve a present value net debt service savings by providing for the current refunding of the outstanding Prior ESCO Debt (\$ _____) with a portion of the proceeds from the ESCO Bonds. The County is also refunding the outstanding 2018 Note with a portion of the proceeds from the Transportation Bonds. The 2018 Note will be redeemed on the date of issuance of the Bonds at a redemption price of 100% of the principal amount to be redeemed plus accrued interest thereon. The Prior ESCO Debt will be redeemed on the date of issuance of the Bonds (1) with respect to the outstanding Prior 2013 ESCO Notes, at a redemption price of 102% of the principal amount to be redeemed plus accrued interest thereon, and (2) with respect to the outstanding Prior 2014 ESCO Bonds, at a redemption price of 100% of the principal amount to be redeemed plus accrued interest thereon.

THE 2019 PROJECT

The 2019 Project includes transportation related improvements for the 44th Avenue East - 45th Street - 44th Avenue Plaza East project including, but not limited to, roadway improvements, a four-lane divided roadway with sidewalks, bike lanes, street lighting and a bridge crossing the Braden River, all as further described in the plans and specifications on file with the County

DESCRIPTION OF THE BONDS

General Description

The Bonds will be dated the date of delivery, and will mature in the years and in the amounts and bear interest at the rates set forth on the inside cover page hereof. The Bonds will be issued in fully registered form, in principal denominations of \$5,000 and integral multiples thereof and, when issued, will be registered in the name of Cede & Co., as nominee of the DTC. Purchases of beneficial interests in the Bonds will be made in book-

entry only form (without certificates) solely through Direct Participants and Indirect Participants, as described in "DESCRIPTION OF THE BONDS - Book-Entry Only System" herein.

Interest on the Bonds (first payment due April 1, 2020, and semiannually on each October 1 and April 1 thereafter) (each an "Interest Payment Date") will be payable by the Paying Agent, mailed to the registered owners, as shown on the registration books of the County maintained by the Registrar, on the fifteenth day of the calendar month prior to each Interest Payment Date, whether or not such day is a Business Day. The principal on the Bonds is payable at maturity or upon redemption to the registered owner at the designated corporate trust office of the Paying Agent.

So long as the Bonds shall be in book-entry only form, the principal of and interest on the Bonds are payable by check or draft mailed or delivered to Cede & Co. as registered owner thereof, by the Paying Agent, and will be redistributed by DTC and the Direct Participants as described in "DESCRIPTION OF THE BONDS - Book-Entry Only System" below.

Optional Redemption

[The Transportation Bonds maturing on or prior to October 1, 20__, are not subject to optional redemption prior to their respective stated dates of maturity. The Transportation Bonds maturing after October 1, 20__ may, at the option of the County, be called for redemption prior to maturity from any legally available source, in whole or in part on any date on or after October 1, 20__, in such maturities as the County in its discretion shall select, and by lot within a maturity, if less than an entire maturity is to be redeemed, at par, plus accrued interest to the redemption date.]

[The ESCO Bonds maturing on or prior to October 1, 20__, are not subject to optional redemption prior to their respective stated dates of maturity. The ESCO Bonds maturing after October 1, 20__ may, at the option of the County, be called for redemption prior to maturity from any legally available source, in whole or in part on any date on or after October 1, 20__, in such maturities as the County in its discretion shall select, and by lot within a maturity, if less than an entire maturity is to be redeemed, at par, plus accrued interest to the redemption date.]

Mandatory Redemption

The Transportation Bonds maturing on October 1, _____ are subject to mandatory sinking fund redemption, in part by lot, on October 1 of each year, at a Redemption Price equal to the principal amount of such Transportation Bonds to be redeemed, without

premium, plus accrued interest to the date of redemption, in the years and in the amounts as follows:

<u>Year</u>	<u>Principal Amount</u>
-------------	-------------------------

*Final Maturity.

The ESCO Bonds maturing on October 1, _____ are subject to mandatory sinking fund redemption, in part by lot, on October 1 of each year, at a Redemption Price equal to the principal amount of such ESCO Bonds to be redeemed, without premium, plus accrued interest to the date of redemption, in the years and in the amounts as follows:

<u>Year</u>	<u>Principal Amount</u>
-------------	-------------------------

*Final Maturity.

Notice of Redemption

Notice of redemption of the Bonds shall be mailed, postage prepaid, by the Registrar, not less than thirty (30) days before the date fixed for redemption to the registered owners of the Bonds or portions of Bonds which are to be redeemed, at their addresses as they appear on the registration books kept by the Registrar fifteen (15) days prior to the date such notice is mailed.

As described below under the subheading "Book-Entry Only System," for so long as the Bonds are registered in the name of DTC or its nominee, notice of redemption of any Bond will be given by the Registrar to DTC or such nominee only, who will then be solely responsible for selecting and notifying those Participants and Beneficial Owners (as defined herein) to be affected by such redemption. Failure of the registered owner of any Bonds that are redeemed to receive any such notice of redemption shall not affect the validity of the proceedings for the redemption of Bonds for which proper notice has been given. All Bonds called for redemption will cease to bear interest after the specified redemption date if payment of the redemption price has been duly made or provided for.

With respect to any notice of redemption given in connection with the optional redemption of the Bonds, the County reserves the right to provide a Conditional Notice of Redemption (as defined in the Bond Resolution).

Book-Entry Only System

THE FOLLOWING INFORMATION CONCERNING DTC AND DTC'S BOOK-ENTRY ONLY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE COUNTY BELIEVES TO BE RELIABLE, BUT THE BOARD TAKES NO RESPONSIBILITY FOR THE ACCURACY THEREOF.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered bond certificate for each Series will be issued for each maturity of the Bonds and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants (the "Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation, and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (the "Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for such Bonds on DTC's records. The ownership

interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of the Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping an account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements made among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the bond documents. For example, Beneficial Owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such Bonds, as the case may be, to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the County as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from the County or the Paying Agent and Registrar on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Registrar or the County, subject to any statutory and regulatory requirements as may be in effect from time to time. Payment of principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County and/or the Paying Agent for the Bonds. Disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of the Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Bonds at any time by giving reasonable notice to the County. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered.

The County may decide, subject to the procedures of DTC, to discontinue use of the system of book-entry only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered and be subject to transfer and registration as provided in the Bond Resolution.

SECURITY FOR THE BONDS

Limited Obligations

THE BONDS ARE LIMITED AND SPECIAL OBLIGATIONS OF THE COUNTY, PAYABLE SOLELY FROM AND SECURED ONLY BY THE PLEDGED REVENUES AS PROVIDED IN THE BOND RESOLUTION. THE BONDS DO NOT CONSTITUTE A GENERAL OBLIGATION, DEBT OR LIABILITY OF THE COUNTY, THE STATE OF FLORIDA (THE "STATE"), OR ANY POLITICAL SUBDIVISION, AGENCY, OR INSTRUMENTALITY OF THE COUNTY OR THE STATE, WITHIN THE MEANING OF ANY CONSTITUTIONAL, STATUTORY, OR OTHER LIMITATION OF INDEBTEDNESS, AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE COUNTY, THE STATE, OR ANY POLITICAL SUBDIVISION, AGENCY, OR INSTRUMENTALITY OF THE COUNTY OR THE STATE IS PLEDGED FOR PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE BONDS. NO OWNER OR OWNERS OF THE BONDS SHALL EVER HAVE THE RIGHT TO COMPEL THE EXERCISE OF THE AD VALOREM

TAXING POWER OF THE COUNTY, OR TAXATION IN ANY FORM ON ANY REAL PROPERTY THEREIN TO PAY THE BONDS OR THE INTEREST THEREON.

The Pledged Revenues

The Bonds are limited obligations of the County payable solely from and secured solely by the Pledged Revenues. All Bonds will be secured equally and ratably by a lien on and pledge of the Pledged Revenues. The Pledged Revenues consist of (1) the Non-Ad Valorem Revenues deposited into the Debt Service Fund established under the Bond Resolution, (2) investment income received from the investment of moneys in the Debt Service Fund and accounts established under the Bond Resolution, and (3) any other moneys deposited in the Debt Service Fund or received by the Paying Agent in connection with the repayment of the Bonds. No Non-Ad Valorem Revenues will be subject to a lien for the benefit of Bondholders until they are deposited into the Debt Service Fund. The County is not required to deposit Non-Ad Valorem Revenues into the Debt Service Fund prior to the last Business Day next preceding an Interest Payment Date.

Covenant to Budget and Appropriate Non-Ad Valorem Revenues

General. Until the Bonds are paid or deemed paid pursuant to the provisions of the Bond Resolution, the County has covenanted to appropriate in its annual budget, by amendment if required, in each Fiscal Year, Non-Ad Valorem Revenues sufficient to pay the principal of and interest on the Bonds, as the same become due and payable. Notwithstanding the foregoing covenant of the County, the County has not covenanted to maintain any services or programs now provided or maintained by the County that generate Non-Ad Valorem Revenues.

With regard to the covenant to budget and appropriate described above, such covenant to budget and appropriate Non-Ad Valorem Revenues is not a pledge by the County of such Non-Ad Valorem Revenues and is subject in all respects to the payment of obligations secured by a pledge of such Non-Ad Valorem Revenues of the County heretofore or hereafter entered into, including the payment of debt service on bonds or other obligations so secured. Such covenant to budget and appropriate is subject to the provisions of Section 129.07, Florida Statutes, which makes it unlawful for the County to expend moneys not appropriated and in excess of the County's current budgeted revenues. Such covenant does not require the County to levy and collect any particular Non-Ad Valorem Revenues nor to maintain or continue any particular Non-Ad Valorem Revenues. Such covenant does not give the Bondholders a prior claim on such Non-Ad Valorem Revenues as opposed to claims of general creditors of the County.

The County has previously issued its (1) Series 2013 Revenue Refunding and Improvement Bonds (the "Series 2013 Bonds"), the unrefunded portion of which will be outstanding in the principal amount of \$39,370,000, as of the expected closing date of the Bonds, and (2) Series 2016 Revenue Improvement Bonds, the unrefunded portion of which

will be outstanding in the principal amount of \$19,290,000, as of the expected closing date of the Bonds. All bond issues are payable in the same manner as the Bonds.

In addition, the County has covenanted, by interlocal agreement, to budget and appropriate its Non-Ad Valorem Revenues to cure any deficiencies in the debt service reserve accounts relating to the Manatee County Port Authority Revenue Refunding Bonds, Series 2012A, outstanding in the amount of \$4,720,000 as of the expected closing date of the Bonds, and the Manatee County Port Authority Revenue Refunding Bonds, Series 2012B, outstanding in the amount of \$29,300,000 as of the expected closing date of the Bonds (collectively, the "Port Bonds"). The primary source of security for the Port Bonds is net revenues (gross revenues less operation and maintenance expense) of the Manatee County Port Authority (the "Port Authority"), investment income received from the investment of moneys in certain funds and accounts established relating to the Port Bonds, and other monies deposited in the sinking fund for payment of the Port Bonds. The County's contingent obligation under the interlocal agreement with respect to the Port Bonds terminates and is satisfied on payment in full of the Port Bonds. Further, the County has covenanted in the interlocal agreement to comply with certain anti-dilution tests restricting the issuance of debt payable from Non-Ad Valorem Revenues. The County believes it is in compliance with such tests. The County may also have contingent liability for other Port Authority debt in the future.

Since there is no lien on the Non-Ad Valorem Revenues in favor of the holders of the Bonds, or in favor of the holders of the Port Bonds and other bonds described above, the pursuit of remedies and enforcement of the County's obligations by the Bondholders or such other bondholders may result in the payment of debt service on certain bond issues prior to the payment of debt service on others.

In the Bond Resolution, the County has covenanted that it shall, no later than the last Business Day prior to each Interest Payment Date, deposit in the Debt Service Fund an amount sufficient to pay debt service on the Bonds on the next Interest Payment Date. Until the County takes the action described in the immediately preceding sentence, the Bondholders have no lien or security interest in the moneys budgeted for such deposit.

Pursuant to the Bond Resolution, Non-Ad Valorem Revenues means all revenues of the County derived from any source whatever, other than ad valorem taxation on real and personal property, which are legally available for payment of debt service by the County. The following is a partial listing of current Non-Ad Valorem Revenues of the County which could be available for the payment of the principal of and interest on the Bonds and the other obligations described above. This listing is not complete and is set forth merely to describe in summary form certain of the County's Non-Ad Valorem Revenues.

Certain Non-Ad Valorem Revenues, such as fuel taxes, have legal constraints as to their use. Therefore, such Non-Ad Valorem Revenues will be legally available to pay the debt service only on that portion of debt previously issued including, but not limited to, the

Series 2013 Bonds, to refinance or finance projects or expenses permitted to be paid from such Non-Ad Valorem Revenues. For example, and without limiting the generality of the preceding sentence, the fuel taxes discussed below will be legally available to pay debt service only on that portion of debt previously issued allocable to refunding certain transportation projects. [From 2019-2029, the amount of annual debt service on the Series 2013 Bonds which may be paid from fuel taxes ranges from a low of approximately ___% to a high of approximately ___%. Such percentage shall decrease to 0% after October 1, 2029, which is the date on which the Series 2013 Bonds will mature.]

No representation is being made by the County that any of the sources listed below will be available in future years, or if available, will be budgeted and appropriated to pay debt service on the Bonds.

Local Option Fuel Tax. In 1983, the Florida legislature enacted the Fuel Tax Act codified as Section 336.025, Florida Statutes, authorizing each county to impose, for a period not to exceed ten years, a local option fuel tax (the "Local Option Fuel Tax") of up to four cents upon every gallon of motor fuel and diesel fuel sold in such county and taxed under Chapter 206, Florida Statutes. Since 1983, further amendments to the Local Option Fuel Tax have allowed counties to extend the term of the Local Option Fuel Tax to 30 years, and to impose an additional fifth and sixth cent on motor fuel and diesel fuel, and to impose up to an additional five cents on motor fuel.

The Florida Department of Revenue (the "FDOR") collects and deposits the proceeds of the tax into the Local Option Fuel Tax Trust Fund (the "Fuel Tax Fund"). Moneys in the Fuel Tax Fund are distributed monthly to each county and eligible municipalities within each county in which the tax was collected after deduction by the FDOR of administrative costs not to exceed 2% of collections. Disbursements from the Fuel Tax Fund may be used only for transportation expenditures. Transportation expenditures, as defined under the Fuel Tax Act, include: public transportation operations and maintenance; roadway and right-of-way maintenance and equipment and structures used primarily for the storage and maintenance of such equipment; roadway and right-of-way drainage; street lighting; traffic signs, traffic engineering, signalization, and pavement markings; bridge maintenance and operations; and debt service and current expenditures for transportation capital projects in the foregoing program areas, including construction or reconstruction of roads and sidewalks, as more particularly described in Section 336.025(7), Florida Statutes.

The Board has previously enacted Ordinance No. 83-27, as amended by Ordinance No. 09-16, imposing a four cent local option fuel tax, Ordinance No. 85-21 imposing a fifth and sixth cent Local Option Fuel Tax, Ordinance No. 86-29, as amended by Ordinance Nos. 13-29 and 15-28, extending the first through sixth cent Local Option Fuel Tax for the maximum period allowed by law, and Ordinance No. 06-28 imposing an additional five-cent Local Option Fuel Tax for the maximum period allowed by law. Section 336.025, Florida Statutes requires that the proceeds of the Local Option Fuel Tax be shared with

municipalities within the County, and that the distribution formula, if calculated in accordance with Section 336.025(4), Florida Statutes, be recalculated every ten years, based on the transportation expenditures of the County and its eligible municipalities during the immediately preceding five fiscal years. The County determined by Resolution R-15-103, adopted by the Board on August 25, 2015, that the proceeds to be received from the fifth and sixth cents from October 1, 2015, through September 30, 2025, shall be distributed as follows:

City of Anna Maria	1.07%
City of Bradenton	9.37
City of Bradenton Beach	0.36
City of Palmetto	7.87
City of Holmes Beach	1.38
Town of Longboat Key	0.65
Manatee County	79.30
	<u>100.00%</u>

The County determined by Resolution R-06-138, adopted by the Board on June 6, 2006 as amended by Resolution R-16-089, adopted by the Board on July 26, 2016, that the proceeds to be received from the additional five cent tax from July 26, 2016, through September 30, 2026, shall be distributed as follows:

City of Anna Maria	0.89%
City of Bradenton	9.94
City of Bradenton Beach	0.36
City of Palmetto	7.17
City of Holmes Beach	1.36
Town of Longboat Key	0.63
Manatee County	79.65
	<u>100.00%</u>

The County determined by Resolution R-13-165, adopted by the Board on September 21, 2013 that the proceeds to be received from the first through fourth cents from September 21, 2013, through September 30, 2026, shall be distributed as follows:

City of Anna Maria	1.71%
City of Bradenton	7.84
City of Bradenton Beach	0.36
City of Palmetto	8.06
City of Holmes Beach	1.73
Town of Longboat Key	0.67
Manatee County	79.63
	<u>100.00%</u>

To the extent that there are any disputes as to the County's distribution determination, resolution will occur through an appeal to the Administrative Commission made up of the Governor and the Cabinet.

Section 336.025, Florida Statutes, provides that only those municipalities and counties eligible for participation in the distribution of moneys under Parts II and VI of Chapter 218, Florida Statutes (the "Florida Revenue Sharing Act") are eligible to receive Local Option Fuel Tax revenues. The Florida Revenue Sharing Act provides that local governments shall be eligible to receive distributions thereunder only if they comply with certain statutory requirements contained in Section 218.23, Florida Statutes. See the subheading "- Local Government Half-Cent Sales Tax" below for a summary of such requirements.

The County represents that it has been in compliance with the statutory eligibility requirements under the Florida Revenue Sharing Act in the past and that it covenants to do so in the future. **None of the above described Local Option Fuel Tax revenues will be available to pay debt service on the ESCO Bonds.**

Ninth-Cent Fuel Tax. In addition to the Local Option Fuel Tax, the County imposes, pursuant to a referendum vote of its citizens, a one cent per net gallon tax on motor and diesel fuels sold within its jurisdiction pursuant to Sections 206.41(1)(d) and 206.87(1)(b), Florida Statutes (the "Ninth-Cent Fuel Tax"). The proceeds of the Ninth-Cent Fuel Tax may be used only to pay for transportation expenditures, as defined in Section 336.025(7), Florida Statutes. **Accordingly, none of the Ninth-Cent Fuel Tax revenues will be available to pay debt service on the ESCO Bonds.**

Proceeds of the Ninth-Cent Fuel Tax collected by the FDOR are transferred into the "Ninth-Cent Fuel Tax Trust Fund." The County elected to share proceeds of the Ninth-Cent Fuel Tax it receives from the FDOR with municipalities within Manatee County. The County's current distribution percentage, which is determined annually, is 78.78% based on the County's unincorporated population compared with the County's total population.

County Fuel Tax. Section 206.41(1)(b), Florida Statutes, authorizes the State to levy a tax of one cent per net gallon tax on motor fuel, commonly designated the "seventh cent" (the "County Fuel Tax"). Pursuant to Section 206.60, Florida Statutes, the FDOR distributes the proceeds of the County Fuel Tax, less a service charge and its administrative costs, to the governing board of each county, using the same manner of allocation as prescribed for the Constitutional Fuel Tax (described below). Each county shall use such proceeds for the sole purpose of acquisition of rights-of-way; construction, reconstruction, operation, maintenance, and repair of transportation facilities, roads, bridges, bicycle paths and pedestrian pathways therein; or the reduction of bonded indebtedness of such county, or of special road and bridge districts within such county, incurred for road and bridge or other transportation purposes. **Accordingly, none of the County Fuel Tax revenues will be available to pay debt service on the ESCO Bonds.**

Constitutional Fuel Tax. Article XII, Section 9(c), of the Constitution of the State of Florida authorizes the State to levy a tax of two cents per net gallon on motor fuel. This tax, which in the Constitution is referred to as the "second gas tax," has been designated as the "constitutional fuel tax" pursuant to Section 206.41, Florida Statutes (the "Constitutional Fuel Tax"). The Constitutional Fuel Tax is imposed on the removal of motor fuel, as defined in Section 206.41, Florida Statutes. The proceeds of the Constitutional Fuel Tax, which are collected by the FDOR, are deposited in the "Fuel Tax Collection Trust Fund" in the State Treasury and remitted monthly to the State Board of Administration. The Constitutional Fuel Tax is allocated to the account of each of the counties in accordance with the following formula:

one-fourth in the ratio of the county area to the state area; one-fourth in the ratio of the total county population to the total population of the State in accordance with the latest available federal census; and one-half in the ratio of the total Constitutional Fuel Tax collected on retail sales for use in each county to the total collected in all counties of the State during the previous fiscal year.

The County may use the Constitutional Fuel Tax to finance the acquisition, construction and maintenance of roads. Maintenance of roads is defined to include periodic and routine maintenance as well as the construction and installation of traffic signals, sidewalks, bicycle paths, and landscaping. Such funds may be used as matching funds for any federal, state or private grants specifically related to the statutorily permitted purposes. **Accordingly, none of the Constitutional Fuel Tax revenues will be available to pay debt service on the ESCO Bonds.**

Local Government Half-Cent Sales Tax. Pursuant to Chapter 212, Florida Statutes, the State is authorized to levy and collect a sales tax on, among other things, the sales price of each item or article of tangible personal property sold at retail in the State, subject to certain exceptions and dealer allowances as set forth in Chapter 212, Florida Statutes. In 1982, the Florida legislature created the Local Government Half-Cent Sales Tax Program (the "Half-Cent Sales Tax Program") which distributes a portion of the sales tax revenue and money from the State's General Revenue Fund to counties and municipalities that meet strict eligibility requirements. When the Half-Cent Sales Tax Program was created, the general rate of sales tax in the State was increased from 4% to 5% with one-half of the increase devoted to the Half-Cent Sales Tax Program, thus earning the name "Half-Cent Sales Tax." Although the amount of sales tax revenue deposited into the Half-Cent Sales Tax Program is no longer one-half of the fifth cent on every dollar, the name "Half-Cent Sales Tax" has continued to be used. The State sales tax is currently 6%.

Section 212.20, Florida Statutes, provides for the distribution of sales tax revenues collected by the State. Over the years, the proportion of sales tax revenues deposited in the Local Government Half-Cent Sales Tax Clearing Trust Fund in the State Treasury (the "Sales Tax Trust Fund") has decreased from time to time. However, since 2015, the base

percentage of sales tax proceeds to be deposited in the Sales Tax Trust Fund after certain required deposits to other State funds has been 8.9744%. Accordingly, since 2015, for every dollar of taxable sales price of an item, approximately 0.538 cents (6.00% x 8.9744%) is deposited into the Sales Tax Trust Fund. The sales tax proceeds deposited in the Sales Tax Trust Fund (the "Half-Cent Sales Tax Revenues") are earmarked for distribution to the governing body of each county and each participating municipality within a county pursuant to a statutory distribution formula described below. The Half-Cent Sales Tax Revenues are distributed from the Sales Tax Trust Fund on a monthly basis to participating units of local government in accordance with Part VI, Chapter 218, Florida Statutes.

To be eligible to participate in the Half-Cent Sales Tax Program, each municipality and county is required to comply with a variety of state-mandated requirements. The County has always complied with such requirements.

Half-Cent Sales Tax Revenues collected within a county and deposited in the Sales Tax Trust Fund are distributed among such county and the eligible municipalities therein in accordance with the following formula:

$$\begin{array}{l}
 \text{County Share} \\
 \text{(percentage of} \\
 \text{total Half-Cent Sales} \\
 \text{Tax Revenues)}
 \end{array}
 =
 \begin{array}{l}
 \text{unincorporated} \\
 \text{area population} + \\
 \text{total county} \\
 \text{population}
 \end{array}
 +
 \frac{\begin{array}{l} 2/3 \text{ incorporated} \\ \text{area population} \end{array}}{\begin{array}{l} 2/3 \text{ incorporated} \\ \text{area population} \end{array}}$$

$$\begin{array}{l}
 \text{Each Municipality Share} \\
 \text{(percentage of total} \\
 \text{Half-Cent Sales Tax} \\
 \text{Revenues)}
 \end{array}
 =
 \frac{\text{municipality population}}{\begin{array}{l} \text{total county} \\ \text{population} \end{array}}
 +
 \frac{\begin{array}{l} 2/3 \text{ incorporated} \\ \text{area population} \end{array}}{\begin{array}{l} \text{total county} \\ \text{population} \end{array}}$$

For purposes of the forgoing formula, "population" is based upon the latest official State estimate of population certified prior to the beginning of the local government fiscal year. The formula as applied, results in the County being entitled to receive 1.23% of the Half-Cent Sales Tax Revenues collected in the County during the County's Fiscal Year 2019-2020

As of October 1, 2001, the Sales Tax Trust Fund began receiving deposits of certain communications services tax revenues pursuant to Chapter 202, Florida Statutes, described below under the subheading "Communication Services Tax." The Sales Tax Trust Fund now consists of both Half-Cent Sales Tax Revenues and certain communication service tax receipts required to be deposited pursuant to Chapter 202, Florida Statutes.

Although the Half-Cent Sales Tax Program does not impose any limitation on the number of years during which the County can receive distributions of the Half-Cent Sales Tax Revenues from the Trust Fund, there may be future amendments to the Half-Cent Sales

Tax Program in subsequent years imposing additional requirements of eligibility for cities and counties receiving the Half-Cent Sales Tax Revenues, or the distribution formulas in Sections 212.20(6)(d) or 218.62, Florida Statutes, may be revised. If the County does not comply with the requirements set forth in Chapter 218, the County loses its Sales Tax Trust Fund distributions for 12 months following a "determination of non-compliance" by the FDOR. The County has historically complied with, and presently is in compliance with, all of the requirements set forth in Chapter 218, including the filing of a certificate of compliance with the FDOR.

The portion of the Half-Cent Sales Tax Revenues received by the County based on two-thirds of the incorporated area population is deemed countywide revenues and may be expended only for countywide programs or countywide tax relief. The remaining portion of Half-Cent Sales Tax Revenues received by the County shall be deemed County revenues derived on behalf of the unincorporated area but may be expended on a countywide basis.

The amount of Half-Cent Sales Tax Revenues distributed to the County is subject to increase or decrease due to (1) more or less favorable economic conditions, (2) increases or decreases in the dollar volume of taxable sales within the County, (3) legislative changes relating to the Half-Cent Sales Tax Program, which may include changes in the scope of taxable sales, changes in the tax rate and changes in the amount of sales tax revenue deposited into the Sales Tax Trust Fund, (4) the relative population of the County compared to the population of the municipalities, and (5) other factors which may be beyond the control of the County, including but not limited to the increased use of electronic commerce and other internet-related sales activity that could have a material adverse impact upon the amount of sales tax collected by the State and then distributed to the County. **The Half-Cent Sales Tax revenues received by the County may be used to pay debt service on both Series of Bonds.**

Discretionary Sales Surtaxes. In addition to the 6% State sales tax, Section 212.055(2), Florida Statutes, authorizes counties to levy a local option discretionary sales surtax of 0.5 percent (0.5%) or 1 percent (1%) on all transactions within a county which are subject to the State sales tax (the "Discretionary Sales Surtax"). The Discretionary Sales Surtax is levied pursuant to ordinance enacted by a majority of the members of the board of county commissioners of such county and approved by referendum of the electors of such county. The Discretionary Sales Surtax does not apply to the portion of any sales amount which exceeds \$5,000 on any item of tangible personal property.

Pursuant to Section 212.055(2)(d), Florida Statutes, the proceeds of any Discretionary Sales Surtax and any accrued interest may be expended to finance, plan and construct infrastructure, to acquire land for public recreation or conservation or protection of natural resources, to provide loans, grants or rebates to property owners who make energy efficiency improvements to their properties and to finance the closure of any county-owned or municipally-owned solid waste landfills that are already closed or are

required to close by order of the Department of Environmental Protection. For purposes of the statute, "infrastructure" includes, among certain other things, any fixed capital expenditure or fixed capital outlay associated with the construction, reconstruction or improvement of public facilities which have a life expectancy of five or more years and any related land acquisition, land improvement, design, and engineering costs. Neither the proceeds of a Discretionary Sales Surtax nor any accrued interest may be used for operational expenses of any infrastructure. Counties and municipalities receiving Discretionary Sales Surtax proceeds may also pledge such proceeds for the purpose of servicing new bonded indebtedness incurred pursuant to law.

In the fall of 2016, the Manatee voters approved a Discretionary Sales Surtax of 0.5 percent (0.5%), commencing January 1, 2017. The intended use of the proceeds of the Discretionary Sales Surtax is to pay the cost of major road upgrades to improve traffic throughout the County, public safety, law enforcement and parks and preserves. **The County does not intend to use Discretionary Sales Surtax revenues to pay debt service on the Bonds. The Discretionary Sales Surtax expires on December 1, 2031. Therefore, the County will not receive Discretionary Sales Surtax revenues for any period after December 1, 2031, unless the Board determines to extend the levy and place such extension on a referendum election and a majority of the County's qualified electors voting in such referendum election approve such extension.**

State Revenue Sharing Funds. A portion of the taxes levied and collected by the State is shared with local governments under provisions of Chapter 218.215, Florida Statutes. To be eligible for State Revenue Sharing Funds, a local government must comply with a variety of state mandated requirements. The County has always complied with such requirements.

The amount of the State Revenue Sharing Funds distributed to a county is calculated using a formula consisting of the following equally weighted factors: county population, unincorporated county population and county sales tax collections. A county's population factor means a county's population divided by the total population of all eligible counties in the State. The unincorporated county population factor means the county's unincorporated population divided by the total unincorporated population of all eligible counties in the State. A county's sales tax collections factor means that county's sales tax collections during the preceding year divided by the total sales tax collections during the same period for all eligible counties in the State. Funds are wired monthly by FDOR.

Each eligible county is entitled to receive a minimum amount of State Revenue Sharing Funds, known as the "Guaranteed Entitlement" and the "Second Guaranteed Entitlement," the first of which is correlated to amounts received by such county from certain taxes on cigarettes, roads and intangible property in the State Fiscal Year 1971-1972 and the second of which is correlated to the amount received by such county in State Fiscal Year 1981-1982 from the then-existing tax on cigarettes and intangible personal property, less the Guaranteed Entitlement. The funds remaining in the Revenue Sharing

Trust Fund after the distribution of the Guaranteed Entitlement and Second Guaranteed Entitlement are referred to as "growth monies" that are further distributed to eligible counties (the "Growth Monies").

The Revenue Sharing Act currently provides for the deposit of 2.9% of net cigarette tax collections and 2.0810% of the net sales and use tax revenues collected to be deposited to the Revenue Sharing Trust Fund for counties. The FDOR has estimated that the State revenue sharing that will accrue to the County during Fiscal Year 2019-2020 will be \$9,983,125, which will be received by the County in substantially equal monthly payments. The County's Guaranteed Entitlement amounts to \$530,269 annually. The County's Second Guaranteed Entitlement amounts to \$1,054,557 annually.

There are no restrictions on the use of the Guaranteed Entitlement, Second Guaranteed Entitlement or the Growth Monies; however, there are restrictions on the amount of funds that can be specifically pledged for indebtedness. Counties are allowed to pledge the full amount of the Guaranteed Entitlement and the Second Guaranteed Entitlement revenues. In addition, a county can assign, pledge, or set aside as a trust for the payment of principal or interest on bonds or any other form of indebtedness an amount up to 50 percent of the State Revenue Sharing Funds (including Growth Monies) received by it in the prior State fiscal year.

Communications Services Tax. The Communications Services Tax Simplification Act, enacted by Chapter 2000-260, Laws of Florida, as amended by Chapter 2001-140, Laws of Florida, and now codified as Chapter 202, Florida Statutes, became effective October 1, 2001 (the "CSTA"). Pursuant to the CSTA, the structure and imposition of taxes on telecommunications and other communications services were significantly revised. Section 202.19, Florida Statutes, authorizes counties and municipalities to levy a local tax on communications services (the "Local Communications Services Tax") as defined in Section 202.11, Florida Statutes. Although the Local Communications Services Tax is levied locally, the FDOR collects the tax on behalf of the local governments.

The County currently imposes the Communications Services Tax at a rate of 1.84%, which is the maximum rate permitted for non-charter counties under the CST Law. In Fiscal Year 2017-2018, the County received \$3,324,014 in Communications Services Tax. In Fiscal Year 2018-2019, it is forecasted that the County will receive \$3,319,785 in Communications Services Tax.

Under the CSTA, local governments must work with the FDOR to properly identify service addresses to each municipality and county. If a county fails to provide the FDOR with accurate service address information, the local government risks losing tax proceeds that it receives. The County believes it has provided the FDOR with all information that the FDOR has requested through the date of this Official Statement and that such information is accurate.

The proceeds of said Local Communication Services Tax, less the FDOR's cost of administration which may not exceed 1% of the total revenue generated, are deposited in the Local Communication Services Tax Clearing Trust Fund (the "CST Trust Fund") and distributed monthly to the appropriate jurisdiction. The proceeds of the Local Communication Services Tax revenues received by the County are deposited into its General Fund and, except as limited by the Local Communications Services Tax Ordinance, may be used for any public purpose.

"Communication services" under the CSTA are defined as the transmission, conveyance, or routing of voice, data, audio, video, or any other information or signals, including video services, to a point, or between or among points, by or through any electronic, radio, satellite, cable, optical, microwave, or other medium or method now in existence or hereafter devised, regardless of the protocol used for such transmission or conveyance. The term includes such transmission, conveyance, or routing in which computer processing applications are used to act on the form, code, or protocol of the content for purposes of transmission, conveyance, or routing without regard to whether such service is referred to as voice-over-Internet-protocol services or is classified by the Federal Communications Commission as enhanced or value-added. The term does not include:

- (a) Information services.
- (b) Installation or maintenance of wiring or equipment on a customer's premises.
- (c) The sale or rental of tangible personal property.
- (d) The sale of advertising, including, but not limited to, directory advertising.
- (e) Bad check charges.
- (f) Late payment charges.
- (g) Billing and collection services.
- (h) Internet access service, electronic mail service, electronic bulletin board service, or similar online computer services.

However, such services have historically been taxed if the charges for such services are not stated separately from the charges for communications services on a customer's bill.

The sale of communications services to the following is exempt from the Local Communications Services Tax: (i) the federal government or any instrumentality or agency thereof, or any entity that is exempt from state taxes under federal law, (ii) the State or any county, municipality or political subdivision of the state when payment is made directly to the dealers by the governmental entity, and (iii) any home for the aged, educational institution (which includes state tax-supported and nonprofit private schools, colleges and universities and nonprofit libraries, art galleries and museums, among others) or religious institutions (which includes, but is not limited to, organizations having an established

physical place for worship at which nonprofit religious services and activities are regularly conducted) that is exempt from federal income tax under Section 501(c)(3) of the Code.

The amount of Local Communications Services Tax revenues received by the County is subject to increase or decrease due to (i) increases or decreases in the dollar volume of taxable sales within the County, (ii) legislative changes, and/or (iii) technological advances which could affect consumer preferences. The amount of the Local Communications Services Tax revenues collected within the County may also be adversely affected by the incorporation of new municipalities in the unincorporated areas of the County and the annexation of unincorporated areas of the County by municipalities within the County. Such incorporation and/or annexation would decrease the number of addresses contained within the unincorporated areas of the County. At this time, there are no incorporations or annexations anticipated within the County that are expected to have a material adverse effect on Local Communications Services Tax revenues.

Mobile Home Licenses. Section 320.08, Florida Statutes, imposes an annual license tax in lieu of ad valorem taxes upon mobile homes which are not permanently affixed to real property. The annual license taxes are remitted by the Tax Collector to the State. Pursuant to Section 320.081, Florida Statutes, after deduction of a service charge for each license issued, the State remits to the County one-half of the balance of such taxes derived from licenses issued to mobile homes located within the unincorporated area of the County. The State remits such funds to the County on a monthly basis.

Insurance Agent Licenses. Section 624.501, Florida Statutes, imposes certain license taxes payable by insurance agents and solicitors. A portion of these license taxes is designated as the "County License Tax." All such license taxes, including the County License Tax, are collected by the State of Florida, Department of Insurance. Pursuant to Section 624.506, Florida Statutes, after deducting service charges of 8%, the balance of the County License Tax collected from insurance agents and solicitors which maintain offices within the County are required to be remitted to the County on an annual basis.

Alcoholic Beverage Licenses. Pursuant to Sections 561.14(6), 563.02, 564.02, 565.02(1), (4) and (5) and 565.03, Florida Statutes, the State of Florida levies license taxes on vendors, manufacturers and distributors of beer, wine and liquor. Section 561.342, Florida Statutes, requires that 24% of such taxes collected within the County be returned to the County. Distributions are made to the County on a monthly basis.

Elected Official Excess Fees. Elected Official Excess Fees represent excess statutory fees and other moneys collected throughout the year by the Manatee County Property Appraiser, Tax Collector, Clerk of the Circuit Court and Sheriff, the County's elected officials who collect such fees. Excess fees are remitted to the County at the end of the County's Fiscal Year.

Fines and Forfeitures. The Clerk of the Circuit Court collects court-related fines and forfeitures and remits such collections on a monthly basis to the County.

Charges for Services. This source of Non-Ad Valorem Revenues consists primarily of emergency medical services fees, court facility fees and fees charged by the County Sheriff for additional security at Sarasota-Bradenton Airport and other municipalities.

Sheriff Program Reimbursements. Sheriff Program Reimbursements consist of fees received from various sources including: child protective services and various grants consisting of and relating to victim advocacy, Community Oriented Policy Service (COPS grants), Byrne Justice Assistance (Byrne grants) and homeland security grants.

Indirect Cost Recovery. The County's proprietary funds are charged for overhead and other administrative service costs.

State Grants. The State of Florida makes grants to the County, the majority of which have covered special public defender and witness coordination reimbursements, victim advocacy costs and medical examiner fees.

Unless specifically noted above as to certain restricted uses, the Non-Ad Valorem Revenues herein described may be budgeted and appropriated to pay debt service on both Series of Bonds. Other Non-Ad Valorem Revenues of the County include permit fees, franchise taxes, license fees, interest earnings, charges for services and various federal grants. The following is a listing of such Non-Ad Valorem Revenues of the County. This listing also includes the net assets of the County's golf courses. Such net assets include cash and also include equipment, which equipment is not available for the payment of debt service on the Bonds.

Unless specifically noted above as to certain restricted uses, the Non-Ad Valorem Revenues herein described may be budgeted and appropriated to pay debt service on both Series of Bonds. [From time to time, the County issues various forms of debt and financing instruments which may be secured by the Non-Ad Valorem Revenues of the County. For example, on May 4, 2018, the County entered into a \$2,000,000 loan agreement, Manatee County School Board Infrastructure Loan, 2018, with the School Board of Manatee County for the purpose of building roads needed for a new school. To the extent the County pledges Non-Ad Valorem Revenues to the payment of such debt, such revenues will not be available to pay debt service on the either Series of Bonds].

Other Non-Ad Valorem Revenues of the County include permit fees, franchise taxes, license fees, interest earnings, charges for services and various federal grants. The following is a listing of such Non-Ad Valorem Revenues of the County. This listing also includes the net assets of the County's golf courses. Such net assets include cash and also include equipment, which equipment is not available for the payment of debt service on the Bonds.

Manatee County, Florida
Non-Ad Valorem Revenues Legally Available to Pay
Debt Service on Certain Bonds and Other Indebtedness
Last Five Fiscal Years
(amounts expressed in thousands)

	2018	2017	2016	2015	2014
Permit fees	\$ 827	\$ 771	\$ 781	\$ 720	\$ 484
State revenue sharing ⁽¹⁾	9,957	9,388	8,884	8,543	7,797
Sheriff program reimbursements	204	191	105	105	97
Mobile home licenses	274	273	281	272	276
Communication service tax	3,324	3,300	3,307	3,316	3,817
1/2 Cent sales tax	26,580	25,401	24,445	23,250	23,671
Infrastructure sales surtax	25,225	17,438	-	-	-
Planning and zoning fees	4,109	3,347	3,354	3,319	2,970
Elected officials excess fees	6,430	7,001	6,298	5,910	6,099
Interest	2,266	1,211	905	678	446
Charges for services	16,156	17,161	20,420	19,513	17,090
Payments in lieu of taxes & franchise fees	11,567	11,131	10,594	10,039	9,685
Tax increment refund	-	-	-	1,162	1,064
Road assessments	18	42	51	59	72
Indirect cost recovery	11,903	11,045	11,863	11,284	9,963
Miscellaneous	8,624	5,343	3,879	5,486	3,819
Non-revenue interfund transfers	4,087	6,887	6,096	9,464	6,175
Subtotal	131,551	119,930	101,263	103,120	93,525
Fines & forfeitures ⁽²⁾	1,717	1,622	1,572	1,502	2,358
Gas taxes ⁽³⁾	21,391	21,437	20,855	19,776	18,333
Legally available revenues before General Operating & Maintenance Expense (O&M)	154,659	142,989	123,690	124,398	114,216
Less General O&M not supported by Ad Valorem taxes ⁽⁴⁾	103,692	101,673	101,714	102,884	95,046
Net legally available revenues for debt service	50,967	41,316	21,976	21,514	19,170
Beginning fund balances: ⁽⁵⁾					
General fund	83,875	81,539	66,252	69,810	74,194
Transportation trust fund	25,547	24,566	22,690	24,624	26,014
Total net legally available funds available for non-ad valorem commitments	160,389	147,421	110,918	115,948	119,378
Less non-ad valorem commitments: ⁽⁶⁾					
2004 Transportation Revenue Refunding and Improvement Bonds	-	-	-	-	2,940
2004 Revenue Improvement Bonds	-	-	-	-	1,651
2006 Revenue Improvement Bonds	-	-	4,463	4,465	4,463
2010 Revenue Refunding Bonds	-	1,719	1,720	1,712	2,568
2013 Revenue Refunding and Improvement Bonds	12,582	12,779	8,126	8,123	3,719
2013 Revenue Improvement Notes ⁽⁷⁾	380	368	357	345	220
2014 Revenue Improvement Bonds ⁽⁷⁾	444	481	472	287	-
2016 Revenue Improvement Bonds	5,061	5,059	2,631	-	-
2016 Revenue Improvement Notes ⁽⁸⁾	18,738	203	68	-	-
2018 Revenue Improvement and Refunding Note ⁽⁵⁾⁽⁷⁾⁽⁸⁾	297	-	-	-	-
Total net legally available funds for debt service and net position⁽⁹⁾	\$122,887	\$126,812	\$93,081	\$101,016	\$103,817

[footnotes on following page]

-
- (1) Includes guaranteed entitlements.
 - (2) Used primarily for criminal fees and costs.
 - (3) Gas taxes may be used only for certain transportation expenditures.
 - (4) General and municipal services fund expenditures times ratio of available revenue to total revenue.
 - (5) Only the Unassigned Fund Balance portion of the General fund and the Assigned Fund Balance of the Transportation Trust Fund are in the Beginning Balances.
 - (6) Includes all debt of the County payable in such years from non-ad valorem revenues with the exception of the County's Public Utilities System. Does not include debt which has been incurred subsequent to such years.
 - (7) To be refunded with the proceeds of the Bonds.
 - (8) In Fiscal Year 2018, the 2016 Revenue Improvement Notes were paid off and the 2018 Revenue Improvement and Refunding Notes were added.
 - (9) The County has a contingent obligation to pay the Port Authority Revenue Refunding Bonds, Series 2012A and 2012B which arises if the Port Authority fails to pay principal and/or interest on such bonds.

Source: Manatee County, Florida Comprehensive Annual Financial Report for Fiscal Year Ended September 30, 2018.

[Remainder of page intentionally left blank]

The County's covenant to budget and appropriate in its general annual budget for the purposes and in the manner described above shall have the effect of making available for the payment of the principal of and interest on the Bonds Non-Ad Valorem Revenues and placing a positive duty on the County to budget and appropriate, by amendment, if necessary, amounts sufficient to meet its obligations under the Bond Resolution, subject to the limitations provided above.

Continued receipt of such Non-Ad Valorem Revenues is dependent upon a variety of factors, including formulas specified in Florida law for the distribution of such funds, which take into consideration the ratio of residents in incorporated areas of the County to total County residents. Any future annexation policies by municipalities in the County or growth in the unincorporated areas of the County could have an adverse effect on the receipt of certain Non-Ad Valorem Revenues.

For a further description of Non-Ad Valorem Revenues of the County and the outstanding debt obligations of the County, reference is made to the Audited Basic Financial Statements of the County for the Fiscal Year Ended September 30, 2018, included as APPENDIX A hereto. As of the closing date of the Bonds (and excluding the Bonds) the County will have approximately \$107,162,000 aggregate principal amount of indebtedness, which is directly secured by Non-Ad Valorem Revenues deposited in the Debt Service Fund, plus a contingent obligation to pay the Port Authority Revenue Refunding Series 2012A and 2012B Bonds, if the Port Authority fails to cure any reserve account deficiency related to such Port Bonds. No such deficiency currently exists.

Additional Debt Payable From Non-Ad Valorem Revenues

The County has covenanted in the Bond Resolution that it will not issue non-self-supporting revenue debt of the County payable from Non-Ad Valorem Revenues unless:

(1) the total outstanding maximum annual non-self-supporting revenue debt service, including the non-self-supporting revenue debt service on the debt proposed to be issued, does not exceed 50% of the gross Non-Ad Valorem Revenues (which term means all legally available Non-Ad Valorem Revenues of the County from whatever source including investment income) of the County received by the County in the immediately preceding Fiscal Year;

(2) the gross Non-Ad Valorem Revenues of the County for the preceding Fiscal Year were at least 4.00 times average annual debt service of all indebtedness of the County payable from its Non-Ad Valorem Revenues, including the debt proposed to be issued; and

(3) the net available Non-Ad Valorem Revenues of the County for the preceding Fiscal Year were at least 1.10 times average annual debt service of all indebtedness of the County payable from such Non-Ad Valorem Revenues, including the debt proposed to be issued.

As used above, the term "non-self-supporting revenue debt" means all revenue debt obligations in whatever form except such revenue debt obligations which are payable from a specific enterprise fund or are otherwise self-liquidating, and the term "net available Non-Ad Valorem Revenues" means "gross Non-Ad Valorem Revenues," as defined above, minus costs of operation and maintenance obligations of the County (except any such costs paid from ad valorem taxes), plus legally available unencumbered cash balances on hand at the end of the most recent Fiscal Year.

Except as provided below, for the purpose of calculating average annual debt service on any indebtedness which bears interest at a variable rate, such indebtedness shall be deemed to bear interest at the greater of (i) 1.25 times the most recently published Bond Buyer Revenue Bond 30-Year Index, or (ii) 1.25 times the actual average interest rate during the prior Fiscal Year of the County. If such variable rate indebtedness is to be secured by the County's covenant to budget and appropriate Non-Ad Valorem Revenues and, in lieu of cash, the debt service reserve fund for such indebtedness is funded with a reserve account credit facility substitute, such indebtedness shall be deemed to bear interest at its maximum rate.

As used above, the term "maximum rate" means the maximum rate of interest such variable rate debt may bear at any particular time, which rate will not exceed the rate of interest allowed under Florida law and will be determined by the County at the time such variable rate debt is issued.

For purposes of the dilution tests described above, debt which is considered Balloon Debt (as defined in the Bond Resolution) shall be considered by the terms of such definition. Notwithstanding the definition of Balloon Debt, any debt that matures within one year of the calculation of a dilution test shall not be treated as Balloon Debt.

Budget Process

The biennial budget process is conducted within the policy and management framework established by the Board. In January of the first year, the County Administrator distributes budget manuals and conducts departmental budget work sessions. During the next four months, the budget is prepared for the first and second year and reviewed by departments and elected officials. The budget is broken down into programs, and the programs are broken into decision units which correspond to certain levels of service. Budget reductions are made by selecting lower priority decision units and deleting the funding for those decision units. In addition, the budget sets forth not only capital improvements to be made, but also the operating impacts of implementing these improvements and of meeting the growing service-delivery demands of the County. In the second year of the process, further budget reductions can be made, or budget increases can be added in by either adding or deleting funds for decision units identified in the first year of the biennial process.

The following are the procedures followed by the Board in establishing the budget for the County.

1. Within 15 days after certification of the ad valorem tax roll by the Property Appraiser, the Office of Financial Management submits to the Board a final proposed operating budget for the Fiscal Year commencing the following October 1. The operating budget includes proposed expenditures and the means of financing them.
2. By Board resolution, a tentative budget is submitted to the public. Public hearings are held to obtain taxpayer's comments.
3. Fifteen days after adoption of the tentative budget, a final budget is submitted for review and adoption at a final public hearing.
4. Prior to, or on, September 30, the County's budget is legally adopted through passage of a resolution.
5. During the year, the Financial Management Department approves budget changes at the department level within a fund. All other budget changes are approved by the Board.
6. Chapter 129, Florida Statutes, provides that expenditures in excess of total fund budgets are unlawful.
7. Formal budgetary integration is employed as a management control device during the year for all fund types.
8. Annual budgets for all governmental funds except capital projects funds are adopted on a basis consistent with generally accepted accounting principals (GAAP). Budgets for capital project funds are prepared for the project life rather than for the current fiscal year. Project appropriations for these budgets do not lapse at the end of each fiscal year but rather at the conclusion of the project.
9. All appropriations, except capital project funds appropriations, lapse at fiscal year end.

[Remainder of page intentionally left blank]

ESTIMATED SOURCES AND USES OF FUNDS

	Transportation Bonds	ESCO Bonds	Total
SOURCES			
Par Amount of the Bonds	\$	\$	\$
Plus [Net][Original Issue Premium/Discount].....			
TOTAL SOURCES	\$	\$	\$
USES			
Retirement of 2018 Note.....			
Redemption of Prior ESCO Debt			
Deposit to Project Fund ⁽¹⁾			
Costs of Issuance ⁽²⁾			
Total Uses of Funds	\$	\$	\$

⁽¹⁾ To pay costs of 2019 Project.

⁽²⁾ Includes the costs of issuing the Bonds and Underwriters' discount.

[Remainder of page intentionally left blank]

DEBT SERVICE SCHEDULE

Period Ending (October 1)	Transportation Bonds		ESCO Bonds		Total Debt Service
	Principal	Interest	Principal	Interest	
2020	\$	\$	\$	\$	\$
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
Totals	\$	\$	\$	\$	\$

[Remainder of page intentionally left blank]

INVESTMENT POLICY

The County's investments must conform to the provisions of Florida statutory law as amended from time to time. The Board establishes the overall investment policies, and has delegated to Ms. Angelina "Angel" Coloneso, Clerk of the Circuit Court and Comptroller, as Clerk to the Board of County Commissioners, acting in the capacity as the highest-level financial officer of the County, the responsibility of implementing such policies.

The County is permitted to invest in the Local Government Surplus Funds Trust Fund (State Pool); the Florida Counties Investment Trust; direct obligations of the United States Government; obligations guaranteed by the United States Government as to principal and interest; time deposits and savings accounts in banks and savings and loan associations, organized under the laws of Florida and/or the United States, doing business and situated in the State (all such deposits must be collateralized); obligations of the Federal Farm Credit Banks, the Federal Home Loan Mortgage Corporation (participation certificates), the Federal Home Loan Bank or its banks, the Government National Mortgage Association (GNMA) (including Federal National Mortgage Association participation certificates which are guaranteed by GNMA); Bankers' acceptances that are eligible for purchase by the Federal Reserve Banks and have a letter of credit rating of AA or better; commercial paper of United States corporations having a rating of at least two of the following ratings: A-1 (Standard & Poor's), P-1 (Moody's) and F-1 (Fitch); tax-exempt obligations of the State of Florida and its various local governments which are either insured or have a rating of A+ or better; securities of, or other interests in, any open-end or closed-end management type investment company or trust created pursuant to federal law, provided the portfolio of such investment company or investment trust is limited to United States Government obligations and to repurchase agreements fully collateralized by such United States Government obligations, and provided such investment company or investment trust takes delivery of such collateral either directly or indirectly through an authorized custodian; or certain written repurchase agreements.

The County is not allowed to invest directly in any securities in which the value of that security is dependent on another security, an underlying security, or an index. These securities are generally referred to as "derivatives," and include collateralized mortgage obligations, interest-only securities, and principal-only securities. Notwithstanding this prohibition, the County can invest in the Local Government Surplus Funds Trust Fund, the Florida Counties Investment Trust, and authorized money market mutual funds which themselves contain derivatives.

The County's investment policy may be modified from time to time by the Board.

SELF INSURANCE

Except as herein noted, the County is self-insured. The County maintains select excess insurance policies designed to augment the County's Ordinance No. 16-26, which establishes a self-insurance program for the County, its officers and employees. The County's Ordinance No. 16-26 provides liability coverage in accordance with Chapter 768.28, Florida Statutes, in the amount of \$200,000 per person and \$300,000 aggregate per occurrence, and for greater amounts in the event of a federal claim, or claims bill, not subject to the above limits.

The County purchases excess insurance policies to protect against catastrophic financial loss.

The County maintains an excess property insurance program with a total loss limit of \$250,000,000 all perils excluding a named wind storm, which has a total loss limit of \$90,000,000. The deductible for all perils, excluding a named wind storm, is \$100,000 per occurrence. The deductible for a named wind storm is 3% per affected building with a minimum of \$250,000 and a maximum of \$20,000,000. The County maintains flood insurance through the National Flood Insurance Program for 10 high hazard locations.

The County maintains excess auto liability and general liability insurance with limits of \$2,000,000 per occurrence/\$4,000,000 aggregate with a self-insured retention of \$500,000, statutory workers compensation insurance, in accordance with Chapter 440, Florida Statutes, with a self-insured retention of \$1,000,000, employers liability with a limit of \$1,000,000, and public officials liability with limits of \$1,000,000 per occurrence/\$2,000,000 aggregate with a self-insured retention of \$500,000.

In addition, the County also maintains: boiler & machinery, crime, cyber, and railroad general liability policies.

Historically, the Federal Emergency Management Agency has reimbursed most, if not all, of the costs incurred by local governments in the rebuilding of property damage due to a declared catastrophic event that either did not meet the property insurance deductible or exceeded available insurance coverage.

PENSION PLANS AND OTHER POST-EMPLOYMENT BENEFITS

Florida Retirement System

The information relating to the Florida Retirement System ("FRS") contained herein has been obtained from the FRS Annual Reports available at: dms.myflorida.com and the Florida Comprehensive Annual Financial Reports available at: <https://www.myfloridacfo.com/Division/AA/Reports/default.htm>. No representation is made by the County as to the accuracy or adequacy of such information or that there has

not been any material adverse change in such information subsequent to the date of such information.

Substantially all full-time employees of the County are covered by the FRS Plan, a multiple-employer, cost-sharing, public retirement system administered by the Florida Department of Administration, Division of Retirement. Beginning in 2002, the FRS became one system with two primary plans; a defined benefit pension plan (the "FRS Pension Plan") and a defined contribution plan alternative to the defined benefit plan known as the Public Employee Optional Retirement Program (the "FRS Investment Plan") to provide retirement, disability, and death benefits for active members, retirees, surviving beneficiaries, and deferred retirement option program participants. Benefits under the FRS are established by Chapter 121, Florida Statutes, and Chapter 605, Florida Administrative Code. As a general rule, membership in the FRS is compulsory for all employees working in a regular, established position for a state agency, county government, district school board, state university, community college or a participating city or special district within the State of Florida. Benefits are computed on the basis of age, average final compensation, and service credit. Employees are classified in either the regular service class or the senior management service class for members who fill senior-level management positions. In addition, the FRS administers a deferred retirement option program ("DROP") which allows eligible employees to defer receipt of monthly retirement benefit payments, while continuing employment with an FRS employer for a period not to exceed 60 months after electing to participate. Deferred monthly benefits are held in the FRS Trust Fund and accrue interest.

The most current FRS Annual Report stated that as of June 30, 2018, the market value of assets for the FRS Pension Plan was approximately \$160.4 billion. This reflects an actual 8.98% annualized investment return. The fiduciary net position as of June 30, 2018, was \$161.2 billion, a 5.0% increase over the previous year. As of July 1, 2018, the date of the last actuarial valuation, the FRS Pension Plan was 83.9% funded on a valuation funding basis and 84.3% funded on a Governmental Accounting Standards Board Statement No. 67, reporting basis.

The County has no responsibility to the FRS other than to make the periodic payments required by Florida Statutes. Participating employers must comply with the statutory contribution requirements. Section 121.031(3), Florida Statutes, requires an annual actuarial valuation of the FRS Pension Plan, which is provided to the Florida Legislature as guidance for funding decisions. Employer contribution rates under the uniform rate structure (a blending of both the FRS Pension Plan and FRS Investment Plan rates) are recommended by the actuary but set by the Florida Legislature.

For the Fiscal Years ended September 30, 2018 and 2017 the County's actual contributions to the FRS totaled \$26,213,000 and \$24,265,000, respectively, which were equal to the required actuarially determined contributions for such Fiscal Years.

Prior to the spring 2011 legislative session, the FRS was noncontributory for members. However, as of July 1, 2011, Chapter 2011-68 of the Laws of Florida requires members of the FRS not enrolled in DROP to contribute 3% of their salary to the FRS in order to reduce employers' required contributions. County employee contributions were \$5,291,000 and \$5,032,000 for the Fiscal Years ended September 30, 2018 and 2017, respectively.

The component of the collective net pension liability of the County for Fiscal Year 2018 and Fiscal Year 2017 are shown in the following table:

Health Insurance Subsidy

<u>Fiscal Year</u>	<u>FRS</u>	<u>HIS</u>	<u>Total</u>
2018	\$224,166,000	\$60,421,000	\$284,587,000
2017	\$217,569,000	\$59,171,000	\$276,740,000

The net pension liability as of June 30, 2018 and June 30, 2017 was determined by an actuarial valuation as of July 1, 2018 and July 1, 2017, respectively. The increase in FRS and HIS contributions between Fiscal Years 2017 and 2018 was primarily attributable to an increase in salaries for all County employees. The change in FRS and HIS contributions between Fiscal Years 2017 and 2018 was primarily attributed to the difference between the assumed rate of return on investments and the actual rate of returns on investments.

At September 30, 2018, the County's proportion of the FRS was 0.744229226%, which was an increase of 0.008682841% from its proportion measured as of September 30, 2017. At September 30, 2018, the County's proportion of the HIS was 0.570870196%, which was an increase of 0.017481750% from its proportion measured as of September 30, 2017.

For the Fiscal Years ended September 30, 2018 and 2017, the County recognized pension expense of approximately \$44,924,000 and \$42,235,000, respectively.

See Note 18 of the "AUDITED BASIC FINANCIAL STATEMENTS OF MANATEE COUNTY FOR FISCAL YEAR ENDED SEPTEMBER 30, 2018" attached hereto as Appendix A for further information regarding the FRS and the retirement plans available to the employees of the County.

The State of Florida issues a publicly available financial report that includes financial statements, required supplementary information for the FRS and other information including historical data regarding funding progress and actuarial values and liabilities. The most recent available report for the plan year ended June 30, 2018 may be obtained by writing the Florida Division of Retirement, P.O. Box 9000, Tallahassee,

Florida 32315-9000 or by accessing their website at http://www.dms.myflorida.com/workforce_operations/retirement/publications/annual_reports.

Other Post-Employment Benefits

Of the total compensation offered to attract and retain qualified employees, some benefits, such as salaries and active employee health care, are received when the employees are in active service. Other elements of the compensation package are received after retirement, when the employees' active services have ended. Many state and local governments, including the County, provide retirees with pension benefits and separate Other Post-Employment Benefits ("OPEB") such as medical and nominal life insurance.

The Board is the Plan Sponsor of the Manatee County Government's medical plan (the "Plan") which is applicable to employees and retirees of the Board. The Plan is also applicable to the Clerk of the Circuit Court, Manatee County Sheriff Office, Manatee Tax Collector, Manatee Supervisor of Elections, and Manatee Property Appraiser (the "Constitutional Officers").

In accordance with Section 112.0801, Florida Statutes, because the County provides a medical plan to employees of the County and their eligible dependents, the County is also required to provide retirees with the opportunity to participate in this group employee health plan. Although not required by Florida law, the County has opted to pay a portion of the cost of such participation for eligible retired County employees. This post-retirement benefit plan provides healthcare benefits including medical coverage and prescription drug benefits to eligible retired employees and their dependents, and \$1,000 of life insurance to eligible retired employees.

Eligibility for retirees' participation in the Plan is limited to full time employees of the County and all Constitutional Officers who are active participants in the Plan at the time of retirement, and who retire and are either vested with the Florida Retirement System ("FRS"), are vested in the FRS and are age 62, have 30 years of creditable service before age 62, or meet alternative criteria if disabled or a member of a Special Risk Class. Surviving spouses or dependents of participating retirees may continue in the Plan if eligibility criteria are met.

While Florida law requires that retirees be permitted to participate in the same health insurance plans as active employees, retirees can be required to pay a higher percentage (up to 100%) of the annual medical premium cost for active employees. Currently the County contributes monthly premium assistance, determined on an annual basis, for employees retiring after ten years of service. Additional premium assistance is provided to participants aged 65 and over that enroll in Medicare Part B. Retirees and spouses over age 65 enrolled in Medicare Part A and B may elect to remain in the County's Plan, or enroll in a Medicare Supplement and Part D Prescription Drug program through an outside provider. The premium assistance amount can be changed by the County at any time, with

30 days written notice to participating retirees. Under the current Plan, for employees hired after September 30, 2005, participation by retirees and their dependents in the County Plan and subsidization of the premium rate for retirees will be limited to that required by law.

The County implemented compliance with the Governmental Accounting Standards Board's Statement No. 75 - Accounting and Financial Reporting for Post-Employment Benefit Plans other than Pension Plans ("GASB 75") in its Fiscal Year ending September 30, 2018. While GASB 75 requires recognition and disclosure of the total OPEB liability, there is no requirement that the liability of such plan be funded. The OPEB disclosure information provides information useful in assessing future cash flow requirements.

The actuarially determined components as of October 1, 2018 for the Fiscal Year ended September 30, 2018, of the County's total OPEB liability cost, the contributions to the Plan, and the changes in the total OPEB liability for the current Plan provisions were:

**Changes in the Total OPEB Liability
(amounts expressed in thousands)**

	Total OPEB Liability
Balance at October 1, 2017	\$39,363
Changes for the year:	
Service Cost	1,254
Interest	1,344
Differences Between Expected and Actual	(2,428)
Changes of Assumptions or Other Inputs	(1,772)
Benefit Payments	(1,967)
Net Changes	(3,569)
Balance at September 30, 2018	\$35,794

Source: Manatee County, Florida Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2018.

As of September 30, 2018, the total OPEB liability was \$35.8 million, all of which was unfunded. The covered payroll (annual payroll of active employees covered by the Plan) was \$171.7 million, and the ratio of the total OPEB liability to covered payroll was 20.84%. Even though the County has not authorized a qualifying trust or agency fund (as defined under GASB 75) to fund the liability, the County has been reserving funds in its annual budget, to accumulate and use to offset a portion of the liability. At September 30, 2018, this restricted cash totaled \$10.8 million, primarily from fund transfers, but also including related interest earnings. It is expected that recording of annual expenses and related cash flow will continue to be manageable.

LITIGATION

There is no litigation or controversy of any nature now pending or threatened to restrain or enjoin the issuance, sale, execution or delivery of the Bonds or in any way contesting the validity of the Bonds or any proceedings of the County taken with respect to the authorization, sale or issuance of the Bonds or the pledge or application of the moneys provided for the payment of the Bonds which, if successful, would materially financially affect the County.

The County experiences claims, litigation, and various legal proceedings which are not expected to have a material adverse effect on its operations or financial condition either individually or in the aggregate. In the opinion of the County Attorney, the County will either successfully defend such actions or otherwise resolve all such matters without any material adverse consequences on the financial condition of the County.

DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS

Pursuant to Section 517.051, Florida Statutes, as amended, no person may directly or indirectly offer or sell securities of the County except by an offering circular containing full and fair disclosure of all defaults as to principal or interest on its obligations since December 31, 1975, as provided by rule of the Florida Department of Banking and Finance (the "Department"). Pursuant to the Florida Administrative Code, the Department has required the disclosure of the amounts and types of defaults, any legal proceedings resulting from such defaults, whether a trustee or receiver has been appointed over the assets of the County, and certain additional financial information, unless the County believes in good faith that such information would not be considered material by a reasonable investor. The County is not and has not been in default on any bond issued since December 31, 1975 which it believes would be considered material by a reasonable investor of the Bonds.

Although the County is not aware of any other defaults with respect to bonds or other debt obligations as to which it has served only as a conduit issuer, it has not undertaken an independent review or investigation of such bonds or other debt obligations for which it served only as a conduit issuer. To the extent any of such bonds or other debt obligations are in default as to principal and/or interest or otherwise, the obligation of the County thereunder is limited solely to payment from funds received by the party on whose behalf such bonds or other debt obligations were issued, and the County is not obligated to pay the principal of or interest on such bonds or other debt obligations from any funds of the County. The County in good faith believes the disclosure of such defaults or investigations would not be considered material by a reasonable investor in the Bonds.

LEGAL MATTERS

Certain legal matters in connection with the authorization, issuance and sale of the Bonds are subject to the approval of Greenberg Traurig, P.A., West Palm Beach, Florida, Bond Counsel, the form of whose approving opinion is attached hereto as APPENDIX D. Certain legal matters will be passed upon for the County by either Mitchell "Mickey" Palmer, Esquire, County Attorney or by an Assistant County Attorney.

The legal opinions of Bond Counsel and the Office of the County Attorney are based on existing law, which is subject to change. Such legal opinions are further based on factual representations made to Bond Counsel and the Office of the County Attorney as of the date thereof. Bond Counsel and the Office of the County Attorney assume no duty to update or supplement their respective opinions to reflect any facts or circumstances, including changes in law, that may thereafter occur or become effective.

The legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinions regarding the legal issues expressly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of the result indicated by that expression of professional judgment, of the transaction on which the opinion is rendered, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

TAX MATTERS

General

The Internal Revenue Code of 1986, as amended (the "Code"), includes requirements that the County must continue to meet after the issuance of the Bonds in order that the interest on the Bonds be and remain excludable from gross income for federal income tax purposes. The County's failure to meet these requirements may cause the interest on the Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. The County has covenanted in the Bond Resolution to take the actions required by the Code in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Bonds.

In the opinion of Greenberg Traurig, P.A., Bond Counsel, assuming the accuracy of certain representations and certifications of the County and continuing compliance by the County with the tax covenants referred to above, under existing statutes, regulations, rulings, and court decisions, the interest on the Bonds is excludable from gross income of the holders thereof for federal income tax purposes. Interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. Bond Counsel is further of the opinion that the Bonds and the income thereon are not

subject to taxation under the laws of the State, except as to estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income, or profits on debt obligations owned by corporations as defined in said Chapter 220. Bond Counsel will express no opinion as to any other tax consequences regarding the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors as to the status of interest on the Bonds under the tax laws of any state other than the State.

The above opinion on federal tax matters with respect to the Bonds will be based on and will assume the accuracy of certain representations and certifications of the County, and compliance with certain covenants of the County to be contained in the transcript of proceedings and that are intended to evidence and assure the foregoing, including that the Bonds will be and will remain obligations the interest on which is excludable from gross income for federal income tax purposes. Bond Counsel will not independently verify the accuracy of those certifications and representations. Bond Counsel will express no opinion as to any other consequences regarding the Bonds.

Except as described above, Bond Counsel will express no opinion regarding the federal income tax consequences resulting from the receipt or accrual of the interest on the Bonds, or the ownership or disposition of the Bonds. Prospective purchasers of Bonds should be aware that the ownership of Bonds may result in other collateral federal tax consequences, including (i) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry the Bonds, (ii) the reduction of the loss reserve deduction for property and casualty insurance companies by the applicable statutory percentage of certain items, including the interest on the Bonds, (iii) the inclusion of the interest on the Bonds in the earnings of certain foreign corporations doing business in the United States for purposes of a branch profits tax, (iv) the inclusion of the interest on the Bonds in the passive income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year, and (v) the inclusion of interest on the Bonds in the determination of the taxability of certain Social Security and Railroad Retirement benefits to certain recipients of such benefits. The nature and extent of the other tax consequences described above will depend on the particular tax status and situation of each owner of the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors as to the impact of these other tax consequences.

Bond Counsel's opinion is based on existing law, which is subject to change. Such opinion is further based on factual representations made to Bond Counsel as of the date of issuance of the Bonds. Bond Counsel assumes no duty to update or supplement its opinion to reflect any facts or circumstances that may thereafter come to Bond Counsel's attention, or to reflect any changes in law that may thereafter occur or become effective. Moreover, Bond Counsel's opinion is not a guarantee of a particular result, and is not binding on the IRS or the courts; rather, such opinion represents Bond Counsel's professional judgment based on its review of existing law, and in reliance on the representations and covenants that it deems relevant to such opinion.

Original Issue Discount and Premium

Certain of the Bonds ("Discount Bonds") may be offered and sold to the public at an original issue discount ("OID"). OID is the excess of the stated redemption price at maturity (the principal amount) over the "issue price" of a Discount Bond determined under Code Section 1273 or 1274 (*i.e.*, for obligations issued for money in a public offering, the initial offering price to the public (other than to bond houses and brokers) at which a substantial amount of the obligation of the same maturity is sold pursuant to that offering). For federal income tax purposes, OID accrues to the owner of a Discount Bond over the period to maturity based on the constant yield method, compounded semiannually (or over a shorter permitted compounding interval selected by the owner). The portion of OID that accrues during the period of ownership of a Discount Bond (i) is interest excludable from the owner's gross income for federal income tax purposes to the same extent, and subject to the same considerations discussed above, as other interest on the Bonds, and (ii) is added to the owner's tax basis for purposes of determining gain or loss on the maturity, redemption, prior sale, or other disposition of that Discount Bond.

Certain of the Bonds ("Premium Bonds") may be offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity (or earlier for certain Premium Bonds callable prior to maturity). That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually (or over a shorter permitted compounding interval selected by the owner). No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner's gain or loss on the sale, redemption (including redemption at maturity), or other disposition of a Premium Bond, the owner's tax basis in the Premium Bond is reduced by the amount of bond premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond.

Owners of Discount and Premium Bonds should consult their own tax advisers as to the determination for federal income tax purposes of the amount of OID or bond premium properly accruable in any period with respect to the Discount or Premium Bonds and as to other federal tax consequences, and the treatment of OID and bond premium for purposes of state and local taxes on, or based on, income.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals suggested, debated, introduced, or pending in Congress or in the State legislature that, if enacted into law, could alter or amend

one or more of the federal tax matters, or state tax matters, respectively, described above including, without limitation, the excludability from gross income of interest on the Bonds, or adversely affect the market price or marketability of the Bonds, or otherwise prevent the holders from realizing the full current benefit of the status of the interest thereon. It cannot be predicted whether or in what form any such proposal may be enacted, or whether, if enacted, any such proposal would affect the Bonds. Prospective purchasers of the Bonds should consult their tax advisors as to the impact of any proposed or pending legislation.

Information Reporting and Backup Withholding

Interest paid on tax-exempt bonds such as the Bonds is subject to information reporting to the Internal Revenue Service in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the Bonds from gross income for federal income tax purposes. However, in conjunction with that information reporting requirement, the Code subjects certain non-corporate owners of Bonds, under certain circumstances, to "backup withholding" at the rates set forth in the Code, with respect to payments on the Bonds and proceeds from the sale of Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of Bonds. This withholding generally applies if the owner of Bonds (i) fails to furnish the payor such owner's social security number or other taxpayer identification number ("TIN"), (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

ENFORCEABILITY OF REMEDIES

The remedies available to the owners of the Bonds upon a breach of a covenant by the County under the Bond Resolution and any policy of insurance referred to herein are in many respects dependent upon judicial actions which are often subject to discretion and delay. Under existing constitutional and statutory law and judicial decisions, including specifically Title 11 of the United States Code, the remedies specified by the federal bankruptcy code, the Bond Resolution, the Bonds and any policy of insurance referred to herein may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Bonds (including Bond Counsel's approving opinion) will be qualified, as to the enforceability of the various legal instruments, by limitations imposed by bankruptcy, reorganization, insolvency, or other similar laws affecting the rights of creditors or by such principles of equity as the court having jurisdiction may impose with respect to certain remedies which require or may require enforcement by a court of equity.

RATINGS

Moody's Service, Inc. and Fitch Ratings, Inc. have assigned ratings of "___" and "___," respectively, to the Bonds. The County has not applied to any other rating agency for a rating on the Bonds.

Such ratings reflect only the views of such organizations and any desired explanation of the significance of such ratings should be obtained from the rating agency furnishing the same, at the following addresses: Moody's Investors Service, Inc., 7 World Trade Center, 250 Greenwich Street, New York, New York 10007 and Fitch Ratings, Inc., 33 Whitehall Street, New York, New York 10004. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. There is no assurance such ratings will continue for any given period of time or that such ratings will not be revised downward or withdrawn entirely by the rating agencies, if in the judgment of such rating agencies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the Bonds.

UNDERWRITING

The Bonds are being purchased by Raymond James & Associates, Inc., BofA Securities, Inc. and FTN Financial Capital Markets (collectively, the "Underwriters"), at a purchase price of \$_____ (which is the par amount thereof, plus [net] original issue [premium] of \$_____ and less Underwriters' discount of \$_____), at the initial offering prices or yields set forth on the inside cover page of this Official Statement, subject to certain terms and conditions as set forth in a Purchase Contract between the County and the Underwriters, including the approval of certain legal matters by Bond Counsel and the existence of no material adverse change in the condition of the County from that set forth in this Official Statement. The Bonds may be offered and sold to certain dealers at prices lower than such offering prices and such public offering prices may be changed from time to time by the Underwriters.

BofA Securities, Inc. has entered into a distribution agreement with its affiliate Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"). As part of this arrangement, BofA Securities, Inc. may distribute securities to MLPF&S, which may in turn distribute such securities to investors through the financial advisor network of MLPF&S. As part of this arrangement, BofA Securities, Inc. may compensate MLPF&S as a dealer for their selling efforts with respect to the Bonds.

FTN Financial Capital Markets is a division of First Tennessee Bank National Association and FTB Advisors, Inc. is a wholly owned subsidiary of First Tennessee Bank National Association. FTN Financial Capital Markets has entered into a distribution agreement with FTB Advisors, Inc. for the distribution of the Bonds at the original issue

prices. Such arrangement generally provides that FTN Financial Capital Markets will share a portion of its underwriting compensation or selling concession with FTB Advisors, Inc.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. Under certain circumstances, the Underwriters and their affiliates may have certain creditor and/or other rights against the County in connection with such activities. In the various course of their various business activities, the Underwriters and their respective affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of the County (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with the County. The Underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

CONTINGENT FEES

The County has retained Bond Counsel, the Financial Advisor, the Underwriters (who in turn retained Underwriters' Counsel), the Paying Agent and the Registrar, with respect to the authorization, sale, execution and delivery of the Bonds. Payment of the fees of such professionals are each contingent upon the issuance of the Bonds.

CONTINUING DISCLOSURE

In accordance with the continuing disclosure requirements of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission (the "SEC"), the County has never failed to comply with any agreement to provide continuing disclosure information within the last five (5) years. With respect to the Bonds, the County has agreed pursuant to the terms of the Bond Resolution as follows:

(1) The County undertakes and agrees to provide to the Municipal Service Rulemaking Board (the "MSRB"), through the MSRB's Electronic Municipal Market Access System ("EMMA"), and to the State of Florida information depository (herein, the "SID") if and when such a SID is created (a) the County's financial statements generally consistent with the financial statements presented in APPENDIX A to this Official

Statement, and (b) updates of the tabular information regarding the County's Non-Ad Valorem Revenues set forth herein under the heading "SECURITY FOR THE BONDS - Covenant to Budget and Appropriate Non-Ad Valorem Revenues" or at the discretion of the County, any other information under such other heading relating to the operations of the County and relating to the Non-Ad Valorem Revenues as the security for the Bonds. The information referred to in clauses (a) and (b) is herein collectively referred to as the "Annual Information." The Annual Information and any notice described in paragraph 5 under this heading shall be filed in an EMMA compliant format.

(2) The Annual Information described in clause (a) of paragraph (1) above in audited form (for as long as the County provides such financial information in audited form), together with the Annual Information described in clause (b), assuming it is not included in the Annual Information described in clause (a), is expected to be available on or before March 31 of each year for the Fiscal Year ending on the preceding September 30, commencing March 31, 2020, for the Fiscal Year ending on the preceding September 30, 2019. The Annual Information referred to in clause (a) of paragraph (1) above in unaudited form (if the audited financial statements are not available or if the County no longer provides such financial information in audited form) will be available on or before March 31 for the Fiscal Year ending on the preceding September 30. The County agrees to provide to the MSRB through EMMA and the SID, if any, timely notice of its failure to provide the Annual Information. Such notice shall also indicate the reason for such failure and when the County reasonably expects such Annual Information will be available.

(3) The Annual Information referred to in clause (a) of paragraph (1) above and presented in APPENDIX A to this Official Statement has been prepared in accordance with governmental accounting standards promulgated by the Government Accounting Standards Board, as in effect from time to time, as such principles are modified by generally accepted accounting principles, promulgated by the Financial Accounting Standards Board, as in effect from time to time, and such other State mandated accounting principles as in effect from time to time.

(4) If, as authorized by paragraph (6) below, the County's undertaking with respect to paragraph (1) above requires amending, the County undertakes and agrees that the Annual Information described in clause (a) of paragraph (1) above for the Fiscal Year in which the amendment is made will, to the extent possible, present a comparison between the Annual Information prepared on the basis of the new accounting principles and the Annual Information prepared on the basis of the accounting principles described in paragraph (3) above. The County agrees that such a comparison will, to the extent possible, include a qualitative discussion of the differences in the accounting principles and the impact of the change on the presentation of the Annual Information.

(5) The County undertakes and agrees to provide to the MSRB through EMMA and to the SID, if any, within ten (10) business days of the occurrence of any of the events listed below (except as otherwise provided with respect to the event listed in clause (h))

notice of the occurrence of any of the following events with respect to the Bonds, if material or deemed material:

- (a) principal and interest payment delinquencies;
- (b) non-payment related defaults;
- (c) unscheduled draws on any Debt Service Reserve Account reflecting financial difficulties (not applicable to the Bonds);
- (d) unscheduled draws on credit enhancements reflecting financial difficulties (not applicable to the Bonds);
- (e) substitution of credit or liquidity providers, or their failure to perform (not applicable to the Bonds);
- (f) adverse tax opinions or events affecting the tax-exempt status of the Bonds;
- (g) modifications to rights of Bondholders;
- (h) Bond calls (other than scheduled mandatory sinking fund redemptions);
- (i) defeasances of the Bonds;
- (j) release, substitution, or sale of property securing repayment of the Bonds;
- (k) rating changes;
- (l) any failure on the part of the County to comply with its undertaking;
- (m) tender offers;
- (n) the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (o) The incurrence of a Financial Obligation of the County, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the County, any of which affect security holders, if material;

(p) The default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the County, any of which reflect financial difficulties;

(q) bankruptcy, insolvency, receivership or similar event of the County or obligated person;

(r) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

(s) appointment of a successor or additional trustee or the change of name of a trustee, if material.

Events described in clauses (a), (c),* (d),* (e),* (f), (i), (k), (l), (m), (n) and (o) shall always be deemed material.

"Financial Obligation" means a (a) debt obligation, (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, and existing or planned debt obligation, or (c) guarantee of an obligation or instrument described in either clause (a) or (b). Financial Obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

Notwithstanding the foregoing, notice of the event described in clause (h) need not be given any earlier than the time notice is required to be given to the registered owners of the Bonds.

(6) Notwithstanding any other provision of the Bond Resolution to the contrary regarding amendments or supplements, the County undertakes and agrees to amend and/or supplement its undertaking (including the amendments referred to in paragraph 4 above) only if:

(a) The amendment or supplement is made only in connection with a change in circumstances existing at the time the Bonds were originally issued that arises from (i) a change in law, (ii) SEC pronouncements or interpretations, (iii) a judicial decision affecting the Rule, or (iv) a change in the nature of the County's operations or the activities that generate Non-Ad Valorem Revenues;

(b) The County's undertaking, as amended, would have complied with the requirements of the Rule at the time the Bonds were originally issued after taking

* Not applicable to the Bonds.

into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or supplement does not materially impair the interests of the registered owners and Beneficial Owners of the Bonds as determined by Bond Counsel or by a majority of the registered owners of the Bonds.

In the event of an amendment or supplement to the County's undertaking under the Bond Resolution, the County shall describe the same in the next report of Annual Information and shall include, as applicable, a narrative explanation of the reason for the amendment or supplement and its impact, if any, on the financial information and operating data being presented in the Annual Information.

(7) The County's undertaking as set forth in the Bond Resolution shall terminate if and when the Bonds of both Series are paid or deemed paid within the meaning of the Bond Resolution, except if only one Series of Bonds are paid or deemed paid within the meaning of the Bond Resolution, then only the Undertaking of such Series of Bonds shall be terminated.

(8) The County acknowledges that its undertaking pursuant to the Rule set forth in the Bond Resolution is intended to be for the benefit of the registered holders and Beneficial Owners of the Bonds and shall be enforceable by such holders and Beneficial Owners; provided that the holders' and Beneficial Owners' right to enforce the provisions of this undertaking shall be limited to a right to obtain specific enforcement of the County's obligations under the Bond Resolution, and any failure by the County to comply with the provisions of this undertaking shall not be or constitute a covenant or monetary default with respect to the Bonds under the Bond Resolution.

(9) The County reserves the right to satisfy its obligations under the undertaking described above through agents; and the County may appoint such agents without the necessity of amending the Bond Resolution. The County may also appoint one or more employees of the County to monitor and be responsible for the County's undertaking set forth in the Bond Resolution and described herein.

FINANCIAL STATEMENTS

The Audited Basic Financial Statements of Manatee County, Florida for the Fiscal Year ended September 30, 2018, and report thereon of the Independent Certified Public Accountants are attached hereto as APPENDIX A. The Bonds are payable solely from the Pledged Revenues, and the Bonds are not secured by, or payable from, the general revenues of the County. The financial statements attached hereto as APPENDIX A are presented for general informational purposes only.

FINANCIAL ADVISOR

The County has retained Public Resources Advisory Group, Inc., St. Petersburg, Florida, as Financial Advisor in connection with the County's financing plans and with respect to the authorization and issuance of the Bonds. The Financial Advisor is not obligated to undertake and has not undertaken to independently verify or to assume responsibility for the accuracy, completeness, or fairness of the information contained in this Official Statement. Public Resources Advisory Group, Inc. is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal or other public securities.

MISCELLANEOUS

The references, excerpts and summaries of all documents referred to herein do not purport to be complete statements of the provisions of such documents and reference is directed to all such documents for full and complete statements of all matters of fact relating to the Bonds, the security for and the source for repayment for the Bonds and the rights and obligations of the holders thereof. Copies of such documents may be obtained from Ms. Angelina "Angel" Colonneso, Clerk of the Circuit Court and Comptroller, Manatee County Courthouse, 1115 Manatee Avenue West, Bradenton, Florida 34205 or at angel.colonneso@manateeclerk.com, upon payment of the County's cost of reproduction and delivery, if any.

The information contained in this Official Statement has been compiled from official and other sources deemed to be reliable, and is believed to be correct as of the date of the Official Statement, but is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by, the Underwriters, except with regard to information provided by them.

Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the County since the date hereof.

AUTHORIZATION OF AND CERTIFICATION CONCERNING OFFICIAL STATEMENT

The delivery of this Official Statement has been duly authorized by the Board of County Commissioners of the County. At the time of delivery of the Bonds, the undersigned or other authorized officer will furnish a certificate to the effect that, to the

best of his knowledge, this Official Statement (other than the information provided by DTC) did not as of its date and does not as of the date of the delivery of the Bonds contain any untrue statement of a material fact or omit to state a material fact which should be included herein for the purposes for which this Official Statement is to be used, or which is necessary in order to make the statements herein, in light of the circumstances in which they were made, not misleading.

MANATEE COUNTY, FLORIDA

Chairperson, Board of County Commissioners

APPENDIX A

**AUDITED BASIC FINANCIAL STATEMENTS OF MANATEE COUNTY,
FLORIDA, FOR FISCAL YEAR ENDED SEPTEMBER 30, 2018**

APPENDIX B

GENERAL INFORMATION CONCERNING MANATEE COUNTY, FLORIDA

General Information

Manatee County, founded in 1856, encompasses approximately 740 square miles and is located approximately half way down the west coast of Florida. The County is bounded on the north by Hillsborough County, on the south by Sarasota County, on the east by Hardee and DeSoto Counties, and on the west by the Gulf of Mexico. The incorporated cities of Palmetto, Bradenton, Bradenton Beach, Holmes Beach, Anna Maria Island and a portion of the Town of Longboat Key are located within the County. The 2017 estimated population of the County was 368,782 persons. The County estimates the 2018 population to be 377,826 persons.

There are approximately 150 miles of waterfront land in the County, including more than 14 miles of Gulf beaches. Temperatures range from an average of approximately 62 degrees (F.) in January to approximately 83 degrees (F.) in August. Other natural advantages include an abundance of, and numerous, mineral deposits and unique soils suitable for agriculture. These factors have allowed the County to maintain an even and steady economic growth rate through the years, and have enabled the County to develop a year-round tourist industry.

Interstate 75 is the primary north-south access road to the County. Interstate 275, State Road 64 and State Road 70 are the major east-west access roads to the County. Interstate 275 utilizes the Skyway Bridge to St. Petersburg and Tampa.

The Sarasota-Bradenton International Airport, located on the Manatee-Sarasota County line, provides air service for the County. The following international, domestic, commuter and charter airlines provide service through the Sarasota-Bradenton International Airport: Air Canada, Allegiant Air, American Airlines, Delta, Elite Airways, Frontier, JetBlue Airways, and United Airways.

County Government

The County is governed by a seven-member Board of County Commissioners (the "Board"), one from each of five districts and two elected at large (County wide) for staggered terms of four years. In addition to the Members of the Board, there are five elected County Officials: Tax Collector, Property Appraiser, Supervisor of Elections, Clerk of the Circuit Court and Comptroller and Sheriff.

The County provides a variety of services characteristic of local multi-purpose governments including: transportation, building and planning and zoning, environmental protection, utilities, welfare, children's services, civil defense, veteran's services, traffic

control and others. The Board provides and oversees expenditures of such operations. There were approximately 1,944 County employees as of September 30, 2018.

In 1978, the Board adopted an ordinance creating the position of County Administrator. The County Administrator is the chief administrative officer, and has the authority to hire all department heads, subject to the approval of the Board.

Angelina "Angel" Colonnese, Clerk of the Circuit Court and Comptroller, is the Chief Financial Officer for the Manatee County Board of County Commissioners. The Clerk of the Circuit Court and Comptroller has received for the County the Certificate of Achievement for Excellence in Financial Reporting for each Fiscal Year since September 30, 1979 and each report generated is prepared in accordance with the Government Finance Officers Association and the America Institute of Certified Public Accountants (AICPA) guidelines.

The GFOA Awards for Excellence Program recognizes the most valuable contributions to the field of governmental finance, with particular focus upon the transferability, creativity, technical significance and overall value to the profession. The GFOA presented an award for distinguished budget presentations to the County for its annual budget, dated October 1, 2017. This was the 33rd time that the County received this award. In order to receive this award, a governmental unit must publish a budget document that meets program criteria as a policy document, as an operations guide, as a financial plan and as a communications medium. The budget document is prepared by the Department of Financial Management.

Educational System

The County's public school system is governed by a separately elected School Board and operates 32 elementary, 9 middle, 6 senior high school, 1 alternative education schools, 1 ESE center, 1 post-secondary school (operated at four school sites), 1 virtual school, 13 contract sites including 4 Department of Juvenile Justice sites, and 12 charter schools that are component units of the Manatee County School District (the "District"). The District served approximately 49,152 unweighted, full-time equivalent students for the 2017-2018 school year. In addition to the various educational programs offered to K-12 students, the District offers services including; programs for babies of teen parents who are progressing toward achieving high school diplomas; programs for special education from age 3 to 21; preschool programs for children from birth through five years; programs for eligible homeless or at risk of becoming homeless students; and voluntary pre-kindergarten services. The District also offers programs for adults to learn the necessary skills in order to enter the workforce or increase opportunities for advancement in current positions. Also, students from foreign countries have the opportunity to learn communication skills through the District's English Language Learner (ELL) programs, and all citizens can take fee-supported courses to increase personal development in various subjects such as computers, photography and personal financial planning.

**Public School Enrollment (Grades K-12)
Last Ten Fiscal Years**

Fiscal Year	Unweighted Full-Time Equivalent Students
2008-2009	42,500
2009-2010	43,000
2010-2011	44,175
2011-2012	45,050
2012-2013	45,800
2013-2014	46,800
2014-2015	47,700
2015-2016	48,600
2016-2017	48,867
2017-2018	49,152

Sources: Manatee County, Florida Comprehensive Annual Financial Report for the Fiscal Year Ended September 30, 2018.

Additional postsecondary and community service programs are provided by the Manatee Technical College and State College of Florida. Manatee Technical College ("MTC") opened in 1963 and has continually expanded its physical plant and course offerings. MTC serves over 5,000 students across three campuses and offers specialized instruction to meet the employment demands of new industry locating in the County. The State College of Florida ("College") is a fully-accredited, state-supported, associate and baccalaureate degree institution with two full-service campuses in Bradenton and Venice and a Center for Innovation and Technology at Lakewood Ranch. The College serves 27,000 degree-seeking, credit students and another 14,000 are enrolled in noncredit classes in workforce, professional development, enrichment and traffic safety. Students may earn an associate in arts degree in preparation for transfer to a university or choose from among more than 20 associate in science degree programs that include programs in engineering, nursing and other health professions. Beginning in March 2009, the College began offering a bachelor of science in nursing, and has since added baccalaureate programs in Public Safety and Emergency Administration, Early Childhood Education, Health Services Administration, International Business and Trade, Homeland Security and Energy Technology Management. Broadening its continuum of education, the College opened a collegiate charter school in fall 2010. The school enables students to complete high school and receive their Associate in Arts degree simultaneously. Additionally, the University of South Florida's Sarasota-Manatee campus offers a variety of undergraduate and graduate degree programs.

Population

The County has experienced a very rapid population growth in recent years. The 2010 U.S. Census listed the County population at 322,833 persons. The estimated 2018 County population was 377,826. As shown in the following table, the population of the County has more than tripled since 1970. The County population is projected to be 395,246 in the year 2020.

Manatee County		
	Population	% Increase
2010 Federal Census	322,833	22%
2000 Federal Census	264,002	25
1990 Federal Census	211,707	43
1980 Federal Census	148,442	53
1970 Federal Census	97,115	40
1960 Federal Census	69,168	99
1950 Federal Census	34,704	33
1940 Federal Census	26,098	-

Source: U.S. Bureau of the Census.

The 2010 Census also reported that of the 322,833 persons living in the County, 23% were age 65 and over. The population's median age is 46.

Age Group	Estimated 2020	Age Group	2010	2000	1990	1980
0-4	20,167	0-14	54,985	45,938	34,686	24,963
5-17	55,586	15-24	34,131	25,912	20,644	19,427
18-24	28,545	25-44	69,480	65,063	55,035	30,749
25-54	125,420	45-59	65,761	47,048	28,168	33,147
55-64	59,472	60 and over	98,476	80,041	73,174	40,156
65-79	77,977					
80+	27,308					
Total	<u>395,246</u>		<u>322,833</u>	<u>264,002</u>	<u>211,707</u>	<u>148,442</u>

Sources: University of Florida, Bureau of Economic and Business Research, Florida Population Studies, Bulletin 184; U.S. Census of Population (2010).

Economy

The County's industry base is diversified, with the three largest industry sectors being services, retail, and manufacturing. The County also has a strong tourism and agricultural base.

Tourism

The proximity of the Gulf beaches and the favorable climate in the County provide the basis for a year-round tourist industry. There are numerous motels and retail service establishments in the County to serve the tourist trade.

Employment

The civilian labor force increased to 177,777 as of March 2019, representing a 1.4 percent increase in the labor force over the prior year. The County's unemployment rate as of March 2019 was 3.4 percent. That rate was slightly less than the 3.6 percent unemployment rate of the State of Florida. The unemployment rate for the nation for March 2019 was 3.9 percent.

Source: Florida Department of Economic Opportunity.

Manatee County, Florida Principal Employers September 30, 2018

Employer	Employees	Rank	Percentage to Total County Employment
Manatee County School Board	5,695	1	3.28%
Manatee County Government	1,944	2	1.12
Beall's Inc.	1,732	3	1.00
Manatee Memorial Hospital	1,200	4	0.69
Manatee County Sheriff's Department	1,176	5	0.68
Tropicana Products, Inc.	1,000	6	0.58
Publix	994	7	0.57
Blake Medical Center	849	8	0.49
IMG Academies	700	9	0.40
Feld Entertainment	600	10	0.35

Source: Manatee County, Florida Comprehensive Annual Financial Report for the Fiscal Year Ended September 30, 2018.

[Remainder of page intentionally left blank]

**North Port-Bradenton-Sarasota Metropolitan Statistical Area
Employment Status**

	2014	2015	2016	2017	2018
Civilian Labor Force	335,160	342,208	351,326	360,512	365,814
Total Employment	315,749	324,809	335,353	346,226	353,459
Total Unemployment	19,411	17,399	15,973	14,286	12,355
Unemployment Rate	5.8%	5.1%	4.5%	4.0%	3.4%

Source: Florida Research and Economic Database.

The following table shows the distribution of the North Port-Bradenton-Sarasota Metropolitan Statistical Area total employment by industry and wage data as of 2018.

**North Port-Bradenton-Sarasota Metropolitan Statistical Area
Employment by Industry**

Industry Sectors	% of Total Employees	% of Total Wages	Average Annual Wage
Trade, Transportation and Utilities	21.44%	17.67%	\$ 37,015
Education and Health Services	19.83	21.60	48,889
Leisure and Hospitality	16.51	9.14	24,872
Professional and Business Services	14.60	19.56	60,123
Construction	9.25	10.22	49,608
Manufacturing	6.17	7.73	56,198
Financial Activities	5.26	8.37	71,462
Other Services	4.00	3.02	33,947
Natural Resources and Mining	1.65	0.99	26,803
Information	1.22	1.62	59,616
Unclassified	0.08	0.09	52,131

Source: Quarterly Census of Employment and Wages – Bureau of Labor Statistics, Annual 2018.

[Remainder of page intentionally left blank]

Construction

The table below shows the residential building permit activity in the County for the last ten years.

Residential Building Permit Activity Manatee County, Florida 2009-2018

Calendar Year	Number of Buildings		Total Valuation (000s)
	Single Family	Multi- Family	
2009	931	32	\$181,536
2010	1,144	19	238,584
2011	1,198	32	258,943
2012	1,588	49	360,550
2013	2,284	76	575,139
2014	2,318	120	624,199
2015	2,586	99	707,131
2016	2,957	115	817,248
2017	2,917	62	720,836
2018	3,104	72	813,267

Source: United States Census Bureau.

Manufacturing and Distribution

A substantial number of manufacturing firms which produce and distribute a wide variety of products are located in the County. The more important industries in terms of employment are citrus processing, manufacturing of fiberglass boats, truck bodies and trailers, aluminum fabrication including outdoor furniture, doors and windows and agricultural chemicals. Aircraft components and electronics firms are among the major employers in the area.

Manufacturer	Type of Business	Employees
Beall's, Inc.	Corporate headquarters and distribution	1,732
Tropicana Products	Orange juice and juice beverages processing	1,000
Sun Hydraulics	Advanced manufacturing	700
Pierce Manufacturing	Manufacturer of emergency equipment	420

Source: Manatee County, Florida Comprehensive Annual Financial Report for the Fiscal Year Ended September 30, 2018; Brandenton Area Economic Development Commission.

Port Manatee

Port Manatee, one of the largest fourteen Florida deep water seaports in the State, is located on Tampa Bay and consists of a 1,106-acre site, which is a short distance from the Manatee-Hillsborough County line. A 40-foot channel extends a distance of three miles from the berthing facilities of the main shipping channel in Tampa Bay and is a federally maintained channel by the U.S. Army Corps of Engineers. Port facilities include 7,243 linear feet of berthing space and seven miles of railroad track providing a connection with CSX Railroad. Since the Port began operating in 1970, cargo tonnage has increased from 1,166,000 tons in fiscal year 1970-71 to 4,616,000 tons in fiscal year 2017-2018. Gross operating revenues have increased from \$102,496 in fiscal year 1970-71 to \$15,867,000 in fiscal year 2017-2018. The Port facilities are operated by the Manatee County Port Authority, with daily operations supervised by a Port Director appointed by the Manatee County Port Authority. The governing body of Manatee County is also the governing body of the Manatee County Port Authority.

Source: Manatee County Port Authority Comprehensive Annual Financial Report for the Fiscal Year Ended September 30, 2018 and 2017.

Manatee County, Florida Demographic and Economic Statistics Last Ten Fiscal Years

Fiscal Year	Population	Per Capita		Median Age	School Enrollment	Unemployment Rate
		Personal Income (000s)	Personal Income (000s)			
2009	330,201	\$43.2	\$14,279,542	43	42,500	12.7%
2010	318,176	42.0	13,352,892	43	43,000	12.6
2011	324,168	39.2	12,719,935	46	44,175	10.9
2012	330,862	37.2	12,308,066	46	45,050	9.0
2013	333,687	40.5	13,514,324	46	45,800	7.2
2014	337,546	46.7	15,763,398	46	46,800	6.1
2015	341,405	43.8	14,953,539	46	47,700	5.1
2016	356,133	44.8	15,954,758	46	48,600	4.7
2017	368,782	45.9	16,927,094	46	48,867	3.3
2018	377,826	47.3	17,871,170	46	49,152	2.9

Source: Manatee County, Florida Comprehensive Annual Financial Report for the Fiscal Year Ended September 30, 2018.

Manatee County, Florida
Property Tax Levies and Collections
Last Ten Fiscal Years
(000s)

Fiscal Year	Tax Year	Total Tax Levy for Fiscal Year ⁽¹⁾	Collected within the Fiscal Year of the Levy ⁽¹⁾⁽²⁾	
			Amount	Percentage of Levy
2009	2008	\$213,749	\$208,502	97.55%
2010	2009	196,043	188,441	96.12
2011	2010	169,938	163,616	96.28
2012	2011	162,715	156,857	96.40
2013	2012	159,669	154,031	96.47
2014	2013	166,094	160,149	96.42
2015	2014	178,675	172,227	96.39
2016	2015	194,056	187,607	96.68
2017	2016	210,057	202,699	96.50
2018	2017	229,285	221,227	96.49

⁽¹⁾ Property tax levies, based on assessed values as of January 1st, become due and payable on November 1st of each year. A four percent discount is allowed if the taxes are paid in November, with the discount declining by one percent each month thereafter. Accordingly, taxes collected will never be 100 percent of the tax levy. Taxes become delinquent on April 1st of each year and tax certificates for the full amount of any unpaid taxes and assessments must be sold no later than June 1st of each year. Collections received subsequent to the tax sales are remitted by the Tax Collector directly to the certificate holders.

⁽²⁾ Collections in subsequent years include delinquent taxes received, less refunds issued due to tax roll corrections.

Source: Manatee County, Florida Comprehensive Annual Financial Report for the Fiscal Year Ended September 30, 2018.

[Remainder of page intentionally left blank]

**Manatee County, Florida
Principal Property Taxpayers
as of September 30, 2018
(000s)**

Taxpayer	Assessed Value	Percentage of Total Net Assessed Value	Ranking ⁽¹⁾
Florida Power and Light Company	\$1,018,608	3.06%	1
Tropicana Products, Inc.	345,875	1.04	2
Mosaic Fertilizer LLC	166,903	0.50	3
Gulfstream Natural Gas System LLC.	148,011	0.44	4
Peace River Electric Co Op, Inc.	120,025	0.36	5
Manatee Memorial Hospital	115,019	0.35	6
Gulf Coast Factory Shops	110,000	0.33	7
Frontier Florida LLC/Verizon Florida, Inc ⁽²⁾	85,967	0.26	8
Publix Supermarkets, Inc.	78,128	0.23	9
93 FLRPT LLC	77,276	0.23	10
	<u>\$2,265,812</u>	<u>6.80%</u>	

⁽¹⁾ Based on Assessed Value.

⁽²⁾ Verizon Florida, Inc became Frontier Florida, LLC during Fiscal Year 2018.

Source: Manatee County, Florida Comprehensive Annual Financial Report for the Fiscal Year Ended September 30, 2018.

[Remainder of page intentionally left blank]

**MANATEE COUNTY, FLORIDA
DEBT STATEMENT
as of September 30, 2018**

COUNTY DIRECT DEBT	GENERAL OBLIGATION	SELF- SUPPORTING REVENUE DEBT
Public Utilities Revenue Improvement Bonds, Series 2010A ⁽¹⁾		\$17,925,000
Public Utilities Revenue Improvement Bonds, Series 2010B ⁽¹⁾		45,300,000
Public Utilities Revenue Improvement Bonds, Series 2010C		2,760,000
Public Utilities Revenue Refunding Bonds, Series 2011		12,570,000
Public Utilities Revenue Refunding and Improvement Bonds, Series 2015		85,045,000
Public Utilities Revenue Refunding Bonds, Series 2017		55,075,000
Public Utilities Revenue Improvement Bonds, Series 2018		74,695,000
Revenue Refunding and Improvement Bonds, Series 2013		49,615,000
Revenue Improvement Bonds, Series 2014		5,619,000
Revenue Improvement Bonds, Series 2016		23,935,000
Revenue Improvement Notes, Series 2013		5,375,000
Revenue Improvement Notes, Series 2016		18,600,000
Revenue Improvement and Refunding Note, Series 2018		36,000,000
TOTAL COUNTY DIRECT DEBT	\$0.00	\$432,514,000
<u>UNDERLYING DEBT</u>		
Port Authority Revenue Refunding Bonds, Series 2012A		\$ 5,015,000
Port Authority Revenue Refunding Bonds, Series 2012B		29,995,000
TOTAL UNDERLYING DEBT	\$0.00	\$35,010,000
TOTAL COUNTY DIRECT AND UNDERLYING DEBT	\$0.00	\$467,524,000

⁽¹⁾ The Series 2010A and 2010B Bonds are subject to a crossover advance refunding and will be redeemed on October 1, 2020 with proceeds of the Series 2017 Bonds.

Source: Manatee County, Florida Comprehensive Annual Financial Report for the Fiscal Year Ended September 30, 2018.

[Remainder of page intentionally left blank]

DEBT RATIOS AND RELATED STATISTICAL INFORMATION

**Manatee County, Florida
Population for the Last Ten Fiscal Years**

<u>Date</u>	<u>Population</u>	<u>Increase/Decrease</u>
2009	330,201	2.11
2010	318,176	(3.64)
2011	324,168	1.88
2012	330,862	2.06
2013	333,687	0.85
2014	337,546	1.16
2015	341,405	1.14
2016	356,133	4.31
2017	368,782	3.55
2018	377,826	2.45

2018 County Total Estimated Actual Value	\$46,062,218,000
2018 County Net Taxable Assessed Valuation	\$33,338,703,000

Source: Manatee County, Florida Comprehensive Annual Financial Report for the Fiscal Year Ended September 30, 2018.

Debt Ratios as of September 30, 2018

Direct General Obligation Debt as a percent of:

Total Estimated Actual Value	0%
Net Taxable Assessed Valuation	0%

Direct General Obligation Debt per capita \$0.00

Total Estimated Actual Value per capita \$121.94

Net Taxable Assessed Valuation per capita \$88.24

Source: Manatee County, Florida Finance Department.

APPENDIX B

GENERAL INFORMATION CONCERNING MANATEE COUNTY, FLORIDA

APPENDIX C
BOND RESOLUTION

APPENDIX D

PROPOSED FORM OF OPINION OF BOND COUNSEL